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M. HODGES

Law Office of

**CARL A. BERTOCH**

A Professional Association

7655 WEST GULF TO LAKE HWY  
SUITE 13  
CRYSTAL RIVER, FLORIDA 34429

PHONE: 352/564-8220  
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March 6, 2006

Registration Section  
Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Reference: Agape II L.L.C.

Dear Sir or Madam:

The enclosed Articles of Organization and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Carl A. Bertoch, Esquire  
Carl A. Bertoch, P.A.  
7655 West Gulf to Lake Highway, Suite #13  
Crystal River, Florida 34429

For further information, please call Ann L. Tavano at (352)564-8220.

Enclosed is a check in the amount of \$130.00 to cover the filing fee and a certificate of status.

Sincerely yours,

*Carl A Bertoch/alt*

CAB:alt  
Enclosures

Carl A. Bertoch

**ARTICLES OF ORGANIZATION OF  
Agape II L.L.C.**

The undersigned certifies that I am forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAMES AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Agape II L.L.C., and its principal office shall be located at 3905 N. Lecanto Highway, Beverly Hills, Florida, County of Citrus, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV**

#### **MANAGEMENT**

This limited liability company shall be managed by its member, whose name and address is as follows:

John DeGraw  
3905 North Lecanto Highway

Beverly Hills, Florida 34465

## **ARTICLE V**

### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VI**

### **CAPITAL CONTRIBUTIONS**

\$187,000.00 shall be contributed to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

## **ARTICLE VII**

### **PROFITS AND LOSSES**

- (a) **Profit Sharing.** The members shall be entitled to the net profits from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on such date as determined by the members.
- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII**

**DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 7655 West Gulf to Lake Highway, Suite 13, City of Crystal River, County of Citrus, State of Florida, and the name of the company's initial registered agent at that address is Carl A. Bertoch.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Agape II L.L.C.

Executed by the undersigned at Beverly Hills, Florida on 3-6, 2006  
2006.

  
\_\_\_\_\_  
John DeGraw

**STATEMENT DESIGNATING REGISTERED  
AGENT AND OFFICE**

STATE OF FLORIDA

COUNTY OF CITRUS

Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Agape II L.L.C.

The name of the registered agent for Agape II L.L.C. is Carl A. Bertoch and the street address of the registered agent is 7655 West Gulf to Lake Highway, Suite 13, Crystal River, Florida 34429.

This statement is to acknowledge that, as indicated above, Agape II L.L.C. has appointed me, Carl A. Bertoch, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 3-6-2006

  
Carl A. Bertoch  
Registered Agent

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of March 2006 2006 by Carl A. Bertoch, agent on behalf of Agape II L.L.C., a limited liability company who is personally known to me or who produced personally known as identification.

  
NOTARY PUBLIC