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06 MAY 19 AM 10:58

J. BRYAN MAY 26 2006

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: ZUC, L.L.C.

(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

James Zuccarello

(Name of Person)

(Firm/Company)

4500 3rd. Avenue N.W.

(Address)

Naples, Florida 34119

(City/State and Zip Code)

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For further information concerning this matter, please call:

James Zuccarello

(Name of Person)

at ( 239 ) 404-2373

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

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

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Zuc, L.L.C.

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

#### Principal Office Address:

4500 3rd Avenue N.W.

Naples, Florida 34119

#### Mailing Address:

4500 3rd Avenue N.W.

Naples, Florida 34119

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

James Zuccarello

Name

4500 3rd Avenue N.W.

Florida street address (P.O. Box **NOT** acceptable)

Naples, Florida 34119

FL

City, State, and Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, F.S..*

  
Registered Agent's Signature (REQUIRED)

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**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

James Zuccarello

4500 3rd Avenue N.W.

Naples, Florida 34119

MGRM

Marcia Zuccarello

4500 3rd Avenue N.W.

Naples, Florida 34119

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(Use attachment if necessary)

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**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James Zuccarello

Typed or printed name of signee

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation  
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

MINUTES OF JOINT SPECIAL MEETING  
OF BOARD OF DIRECTORS AND SHAREHOLDERS  
OF Zuc, L.L.C.

A joint annual meeting of the Board of Directors and Shareholders of Zuc, L.L.C. was held at the office of the corporation on the 23<sup>rd</sup> day of March, 2006.

James Zuccarello and Marcia Zuccarello, being all of the Directors and Shareholders of the corporation, by signing these minutes waived notice of the meeting and consented to the transaction of all business which would come before the meeting. James Zuccarello acted as Chairman and Marcia Zuccarello acted as Secretary of the meeting.

The Chairman stated that the purpose of the special meeting was to obtain the approval of the Shareholders and Board of Directors for voluntary dissolution of the company and reorganization as a Limited Liability Company. There are no current, long term, or contingent liabilities. If any liabilities arise, subsequent to dissolution, the newly formed LLC, with James Zuccarello and Marcia Zuccarello as its Managing Members, agrees to pay said liabilities.

Upon motion duly made and carried it was RESOLVED, that the Board of Directors and Shareholders approves the voluntary dissolution of the corporation and the reorganization as a Limited Liability Company.

There being no further business to come before the meeting, upon motion duly made and carried, the meeting was adjourned.

J. Zuccarello 5/12/06  
James Zuccarello, Chairman, Director and

Shareholder

Marcia Zuccarello  
Marcia Zuccarello, Director and Shareholder

ATTEST:

Marcia Zuccarello  
Marcia Zuccarello, Secretary

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