

L06000059053

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500075458615

06/07/06--01031--021 **155.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN -7 PM 1:55

J. BRYAN JUN 12 2006

HAROLD E. WOLFE, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3306

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR. *

* ADMITTED TO BARS OF:

FLORIDA
GEORGIA
ALABAMA

May 25, 2006

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

SECRETARY OF STATE
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN -7 PM 1:55

**Re: Recording of the Articles of Organization
for S.P. Showcase LLC**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of Articles of Organization for S.P. Showcase LLC for filing in the public records. Also enclosed is a check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

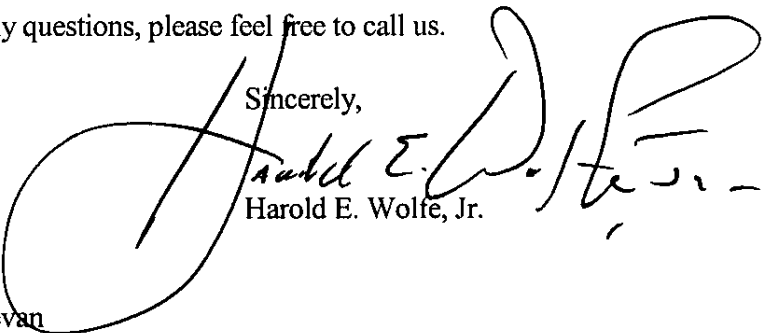
| | |
|------------------------------|--------------|
| Filing Fee | \$100.00 |
| Certified Copy Fee | 30.00 |
| Registered Agent Designation | <u>25.00</u> |

Total: \$155.00

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,


Harold E. Wolfe, Jr.

HEW:fss

Enclosures

cc: Mr. Patrick F. Keevan
Scott G. Oropeza, CPA

ARTICLES OF ORGANIZATION
OF
S.P. SHOWCASE LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN - 7 PM 1:55

The undersigned, hereby forms and creates a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, does hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and does hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "**S.P. SHOWCASE LLC**".

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address:

7702 Santa Margherita Way
Naples, Florida 34109

Street Address:

24830-2 Burnt Pine Drive
Bonita Springs, Florida 34134

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN - 7 PM 1:55

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is **815 Peacock Plaza, Key West, Florida 33040**. The name of the registered agent at such registered office is **SCOTT G. OROPEZA, C.P.A.**

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof. Notwithstanding Fla. Stat. §608.4237 to the contrary contained, no Member of this limited liability company shall cease to be a Member of the limited liability company merely because such Member (i) makes an assignment for the benefit of creditors, (ii) files a voluntary petition in bankruptcy, (iii) is adjudicated bankrupt or insolvent, or has entered against such Member an order for relief, in any bankruptcy or insolvency proceeding or (iv) files any petition seeking reorganization, liquidation or dissolution because of the Member's debts.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by one (1) Manager, PATRICK F. KEEVAN, during his lifetime and no other persons or individuals shall have the right to so manage this Limited liability company unless PATRICK F. KEEVAN resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by PATRICK F. KEEVAN until he resigns, dies, or retires, or consents to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager of PATRICK F. KEEVAN, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN - 7 PM 1:55

agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited liability company. In accordance with the foregoing, the names and addresses of the Managers of this Limited liability company are:

Name of Manager

Address

PATRICK F. KEEVAN

24830-2 Burnt Pine Drive
Bonita Springs, Florida 34134

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to Members from this limited liability company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager herein named shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an

FILED STATE
SECRETARY OF CORPORATIONS
JUN - 7 PM 1:55

amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in all facets of the construction industry including acting as a general contractor, subcontractor, builder and the like and shall engage in the ownership, investment in, purchase, sale and improvement of real estate.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable. To the extent that no Operating Agreement is adopted by Members, then these Articles of Organization and, to the extent not inconsistent with these Articles of Organization, Fla. Stat. Chapter 608 shall govern relations among the Members, Managers and this Limited liability company.

IN WITNESS WHEREOF, the undersigned, a member of this limited liability company
has executed these Articles of Organization on this 25 day of May,
2006.

**S.P. SHOWCASE LLC,
a Florida Limited Liability Company
By Its Member**

By: 
PATRICK F. KEEVAN/Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN - 7 PM 1:55

STATE OF FLORIDA)
) SS
COUNTY OF LEE)

BEFORE ME personal appeared PATRICK F. KEEVAN, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced his _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of May, 2006.



HAROLD E. WOLFE, JR.
MY COMMISSION # DD 178666
EXPIRES: January 20, 2007

1-800-3-NOTARY FL Notary Service & Bonding, Inc.

Harold E. Wolfe, Jr.
Signature of Notary Public

Harold E. Wolfe, Jr.
Printed Name of Notary Public
State of Florida at Large

Serial Number of Commission

My Commission Expires:

[Notarial Stamp or Seal]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN -7 PM 1:55

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **S.P. SHOWCASE LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Bonita Springs, State of Florida, has named Scott G. Oropeza, C.P.A., of Oropeza and Parks, P.A., of 815 Peacock Plaza, Key West, Florida, 33040, as its agent to accept service of process.

Signature: _____


PATRICK F. KEEVAN

Title: **Incorporating Member**

Date: _____

May 25, 2006

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN - 7 PM 1:55

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



SCOTT G. OROPEZA, C.P.A.

DATE: May 26, 2006

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN - 7 PM 1:55