

# L06000085501

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### FLORIDA/FOREIGN LIMITED LIABILITY CO.

f & c, llc

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## Articles of Organization of F & C, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Limited Liability Company Act the "Act", for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is F & C, LLC (hereinafter referred to as the "Company").

2. Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

3. Address of Place of Business.

The mailing address for the Company is 1425 SW 1<sup>st</sup> Court, #26, Pompano Beach, Florida 33069, and the street address of the place of business for the Company is 1425 SW 1<sup>st</sup> Court, #26, Pompano Beach, Florida 33069. These addresses may be changed from time to time as provided in the Operating Agreement.

4. Registered Agent.

The initial registered agent in Florida for the Company is FRANKIE L. DUSKIN, and the initial registered office is located at 1425 SW 1<sup>st</sup> Court, #26, Pompano Beach, Florida 33069.

5. Purpose and Power

The Company shall be formed for the purpose of purchasing and managing real property, and for any other lawful purposes. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, to make loans and purchase and sell businesses, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

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6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company, or as otherwise provided in the Operating Agreement.

10. Real Estate Documents

All conveyances, mortgages of and leases relating to real property, and all promissory notes, mortgages, security agreements and other documents pertaining to loans made by the Company shall be executed by a Member-Manager (or President or Vice President), and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager (or President or Vice President).

11. Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

12. Indemnification

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

13. Informal Action Of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Member-Manager of the Company as part of its records).

14. Limitation on Agency Authority of Members

Pursuant to section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

Executed at Lauderdale-by-the-Sea, Florida, on August 28, 2006.

F & C, LLC,  
a Florida limited liability company

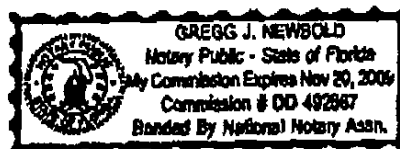
By: Frankie L. Duskin  
FRANKIE L. DUSKIN, Member-Manager

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on August 28, 2006, by FRANKIE L. DUSKIN, as a member of F & C, LLC, who is personally known to me.

Gregg J. Newbold  
Notary Public - State of Florida  
Print Name:

(Seal)



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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.403(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Frankie L. Duskin  
Signature of Registered Agent

FRANKIE L. DUSKIN  
Typed or printed name of signee

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