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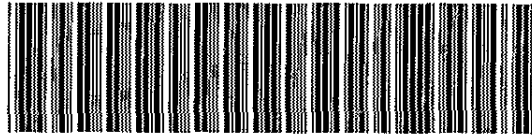
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. LUCA MAX., L.L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
LUCA MAX, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned certifies that the undersigned purposes to establish 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  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Limited Liability Company shall be LUCA MAX, L.L.C., and its principal office shall be located at 1146 - 53rd Court, West Palm Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) 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 own, build upon, alter, repair, rent, lease, purchase, sell and otherwise deal with real and personal property of any kind or description including, but not limited to, 614.38 +/- acres located in Crenshaw County, Alabama

2. To engage in any activity or business authorized under the Florida Statutes.

3. 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.

4. 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.

5. 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 of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. 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

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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.

7. 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 member(s) 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 member(s) of the Limited Liability Company.

### **ARTICLE IV MANAGEMENT**

This Limited Liability Company shall be managed by its members.

The name and address of the persons who shall serve until the first annual meeting of the members or until a successor is elected and qualified is as follows:

Name of Manager	Mailing Address
WILLIAM C. KIRKLAND	1146 - 53rd Court West Palm Beach, FL 33407
BARBARA A. KIRKLAND	1146 - 53rd Court West Palm Beach, FL 33407

## **ARTICLE V MEMBERSHIP RESTRICTIONS**

The members shall have the right to admit new member(s) by unanimous consent. Contributions required of new member(s) 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 member(s). 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 member(s) shall have the right to continue the business on unanimous consent of the remaining member(s).

## **ARTICLE VI CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$10.00 cash and various property interests shall be paid to the Limited Liability Company by the two (2) members. Additional contributions will be made as required for investment purposes, as determined by unanimous written consent of the member(s). The member(s) will make contributions in equal shares.

## **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. The member(s) shall be entitled to the net profits arising 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 the distributive share of the profits specified as follows:

WILLIAM C. KIRKLAND	50%
BARBARA A. KIRKLAND	50%

The distributive share of the profits shall be determined and paid to the member(s) each year on the anniversary date of the commencement of business of the Limited Liability Company, the month and day of the commencement date being October 1.

(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 member(s) in equal shares.

## **ARTICLE VIII DURATION**

This Limited Liability Company shall exist until September 30, 2031, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the member(s).

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is THOMAS N. SILVERMAN, ESQUIRE.

The undersigned, being the original members of the Limited Liability Company, certifies that this Instrument constitutes the proposed Articles of Organization of LUCA MAX, L.L.C.

IN WITNESS WHEREOF, the undersigned have set their hands and seals on the day, month and year set forth below.

Betty J. Wilson

William C. Kirkland  
WILLIAM C. KIRKLAND

Shirley Y. Jazem  
Witnesses

Date: 10-9-06, 2006

Betty J. Wilson

Barbara A. Kirkland  
BARBARA A. KIRKLAND

Shirley Y. Jazem  
Witnesses

Date: 10/9/06, 2006

STATE OF FLORIDA                    )  
COUNTY OF PALM BEACH        ) ss.

The foregoing instrument was acknowledged before me by WILLIAM C. KIRKLAND (Personally known to me OR who produced \_\_\_\_\_ as identification).

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of Oct., 2006.

(SEAL)

[Signature]  
Notary Public State of Florida, at Large

My Commission expires:



Stefano Paggetti  
Commission #DD289680  
Expires: Feb 10, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

The foregoing instrument was acknowledged before me by BARBARA A. KIRKLAND (Personally known to me OR who produced \_\_\_\_\_ as identification).

(SEAL)

My Commission expires:



**Stefano Paggetti**  
Commission #DD289680  
Expires: Feb 10, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF PALM BEACH

)  
) ss.  
)

Pursuant to the provisions of Sections 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 LUCA MAX, L.L.C.

The name of the registered agent for LUCA MAX, L.L.C. is THOMAS N. SILVERMAN, ESQUIRE, and the street address of the company's principal office where the agent is located is 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, Florida 33410.

This statement is to acknowledge that, as indicated above, LUCA MAX, L.L.C., has appointed me, THOMAS N. SILVERMAN, ESQUIRE, 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.

Dated October 19, 2006.

  
THOMAS N. SILVERMAN, ESQUIRE,  
Registered Agent

The foregoing instrument was acknowledged before by THOMAS N. SILVERMAN, ESQUIRE, (Who is personally known to me or has produced as identification, as agent on behalf of LUCA MAX, L.L.C., a Florida Limited Liability Company.

WITNESS my hand and official seal in the County and State last aforesaid this 19<sup>th</sup> day of October, 2006.

(SEAL)

  
Notary Public State of Florida, at Large

My commission expires: 8-22-08

