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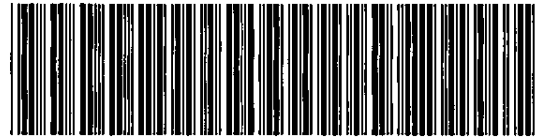
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CAPITAL CONNECTION, INC.

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BCT Napa, LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
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ARTICLES OF ORGANIZATION
OF
"BCT NAPA, LLC",
a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company shall be BCT NAPA, LLC (hereafter also referred to as the "Company").

ARTICLE II
DURATION

The Company shall commence its existence on the date of filing, and shall exist in perpetuity commencing with the acceptance for filing of these Articles by the Florida Department of State.

ARTICLE III
PURPOSE

The Company is created in order to invest, as a limited partner, in WL Napa, LP, a Delaware limited partnership, and to engage in any other businesses as permitted by law.

ARTICLE IV
PLACE OF BUSINESS, REGISTERED OFFICE, and MAILING ADDRESS

The principal place of business of the Company shall be 1500 San Remo Ave., Suite 179, Coral Gables, FL 33146, and such other place or places as the Members from may determine from time to time.

The registered office of the Company shall be c/o Theodore M. Goldberg, 3250 Mary Street, Suite 303, Coconut Grove, FL 33133, and such other place or places as the Members may determine from time to time.

The mailing address of the Company shall be 1500 San Remo Ave., Suite 179, Coral Gables, FL 33146, and such other place or places as the Members may determine from time to time.

ARTICLE V
INITIAL MEMBERS

The initial members of the Company (the "Members") are:

- (1) William L. Kaskel Address: 1500 San Remo Ave., Suite 179, Coral Gables, FL 33146;
- (2) Clement S. Crystal Address: 4150 Crawford Ave., Coconut Grove, FL 33133;
- (3) Theodore M. Goldberg Address: 3250 Mary Street, Suite 303, Coconut Grove, FL 33133.

ARTICLE VI
MANAGEMENT OF BUSINESS

This Company shall be "Manager" managed. Except as otherwise provided in these Articles of Organization, all Members shall have equal rights in the management or conduct of the Company, pursuant to specific rules regarding rights and duties of Members enumerated in the regulations or Operating Agreement of the Company (the "Regulations"), which are incorporated by reference. Decisions, unless otherwise provided, shall be by majority vote, each Member having a vote proportionate to its interest in the Company. The Members may from time to time elect one or more Managers of the Company to conduct the business affairs of the Company.

56 The Managers may be Members or non-Members. If any Member is a corporation, a Manager need not be an
57 officer, director or shareholder of any such corporation.
58
59

60 **ARTICLE VII**
61 **MANAGERS**
62

63 The Member or Members, by simple majority, may elect at least one Manager. The initial Manager elected by
64 the Members is:
65

66 1. William L. Kaskel 1500 San Remo Ave., Suite 179, Coral Gables, FL 33146
67

68 The Manager (s) so elected shall perform the duties and responsibilities fixed by the Regulations and shall
69 serve until their respective successors are chosen.
70

71 The Manager(s) of the Company are authorized, empowered and directed by the Members, having so elected,
72 to manage the business affairs of the Company. Contracts, deeds, documents and instruments may be executed by the
73 Managers, on behalf of the Members.
74

75 **ARTICLE VIII**
76 **REGISTERED AGENT**
77

78 The initial Registered Agent of the Company shall be Theodore M. Goldberg, Esq., 3250 Mary Street, Suite
79 303, Coconut Grove, FL 33133.
80

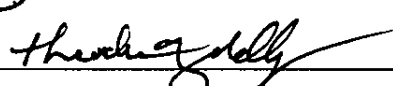
81 IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on the 24th of
82 October, 2006
83

84 Member: 
85
86 William L. Kaskel
87 (insert printed name)
88

89 ACCEPTANCE OF RESIDENT AGENT
90

91 The undersigned, Theodore M. Goldberg, Esq. of 3250 Mary Street, Suite 303, Coconut Grove, FL 33133, having been
92 named as the Resident Agent of the Company, to accept service of process within the State of Florida for the Company at the
93 place designated above, hereby agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the
94 proper and complete performance of his duties.
95

96 Signed this 26 day of October, 2006
97
98

99 
100 Theodore M. Goldberg
101 (Print name here)