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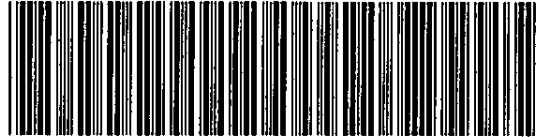
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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: TROPICAL REALTY OF SOUTHWEST FLORIDA, LLC  
(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:

P. MICHAEL VILLALOBOS, ESQ.

(Name of Person)

P. MICHAEL VILLALOBOS AND ASSOCIATES, P.A.

(Firm/Company)

2107 CLEVELAND AVENUE

(Address)

FORT MYERS, FL 33901

(City/State and Zip Code)

For further information concerning this matter, please call:

P. MICHAEL VILLALOBOS, ESQ.

(Name of Person)

at ( 239 ) 332-5297

(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

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**ARTICLES OF ORGANIZATION OF**  
**TROPICAL REALTY OF SOUTHWEST FLORIDA, LLC**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming 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. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be TROPICAL REALTY OF SOUTHWEST FLORIDA, LLC, and its principal place of business shall be in the City of Fort Myers, County of Lee, State Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 herein set forth to the same extent as a natural person might or could do.
3. 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. 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 thereof and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent,

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nominee, or attorney-in-fact for any persons or 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Twenty Two Thousand Five Hundred Dollars (\$22,500.00) cash shall be paid to the limited liability company by the four (4) members in equal to their proportionate share in profits and losses set forth in Article IV herein below. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

### ARTICLE IV

#### PROFITS AND LOSSES

(a) Sharing of Profits. The members 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 an equal distributive share of the profits *or* to the distributive share of the profits specified as follows:

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Ramon Hernandez, LLC 31%  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

Jorge Beltre, P.A. 31%  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

Cherie Cid 31%  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

Jose A. Sendra 7%  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

The distributive share of the profits shall be determined and paid to the members as provided for in its Operating Agreement executed simultaneously with these Articles.

(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 such sources are insufficient to cover such losses, by the members in equal shares or the following shares:

Ramon Hernandez, LLC 31%  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

Jorge Beltre, P.A. 31%  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

Cherie Cid 31%  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

Jose A. Sendra 7%  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

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ARTICLE V

LIMITED LIABILITY COMPANY 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 members 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 members of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall exist until (a) not exceeding 30 years from the date of filing with the Department of State, or (b) until dissolved in a manner provided by law, or (c) as provided in the regulations adopted by the members; whichever is the longest period.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office, mailing address and street address of this limited liability company shall be located at 3049 Cleveland Avenue, Suite 105, in the City of Fort Myers, County of Lee, State of Florida.

ARTICLE VIII

MANAGEMENT

This limited liability company shall be managed by no less than one (1) and nor more than four (4) managers. The name(s) and address(es) of the person(s) who shall serve as such until the first annual meeting of members or until (a or their) successor(s) (is or are) elected and qualify (is or are) as follows:

Ramon Hernandez, <sup>P.A.</sup>~~LLC~~  
Ramon Hernandez  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

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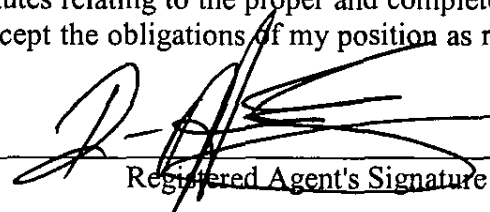
ARTICLE IX

INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT

The name of its initial registered agent and the address of the initial registered office of the limited liability company is:

Ramon Hernandez, <sup>PA</sup> ~~LLC~~ <sup>PA</sup>  
Ramon Hernandez  
3049 Cleveland Avenue, Suite 105  
Fort Myers, Florida 33901

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

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ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members 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 of the members; or as defined in the company's Operating Agreement executed simultaneously with these Articles.

Upon 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 members shall have the right to continue the business upon unanimous consent of such remaining members or as provided in the company's Operating Agreement executed simultaneously with these Articles.

(SIGNATURES ON FOLLOWING PAGE)


The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Tropical Realty, LLC.

Executed by the undersigned on February, 26<sup>th</sup>, 2007.

*P.A. SA*  
RAMON HERNANDEZ, ~~LLC~~, a Florida  
Corporation, Member

  
By: Ramon Hernandez

JORGE BELTRE, P.A., a Florida  
Corporation, Member

  
By: Jorge Beltre

  
Cherie Cid, Member

  
Jose A. Sendra, Member

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