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Division of Corporations  
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To: Division of Corporations  
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From: Attention: Bonnie Rushing  
Account Name : CUMMINGS & LOCKWOOD  
Account Number : 102336001100  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**CFCC REAL ESTATE, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
CFCC REAL ESTATE, LLC**

**Article I.  
Name**

The name of the limited liability company is: **CFCC REAL ESTATE, LLC**  
(the "Company").

**Article II.  
Duration**

The period of duration for the Company is perpetual.

**Article III.  
Address**

The mailing address and street address of the principal office is:

2400 Tamiami Trail North, Suite 300  
Naples, Florida 34103

**Article IV.  
Exempt Nature of Activities and Purposes**

The Company is organized and shall be operated exclusively for religious, charitable, scientific, literary, and/or educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws (the "Code") and the federal income tax regulations thereunder, by operating exclusively for the benefit of, to perform the functions of, or to carry out the purposes of its Members (the "Company's Exempt Purposes"). The nature of the Company's activities shall be to undertake or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, within or without the United States of America, as the Members determine are appropriate to carry out, promote, or further the Company's Exempt Purposes. It is intended that the Company shall qualify for recognition, separate from the Members, as an organization that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, that is not a private foundation because it is described in Section 509(a)(3) of the Code and the corresponding regulations, and to which transfers

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may be made that are deductible for federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

**Article V.**  
**Registered Office and Agent**

The name and the Florida street address of the registered agent are:

CLASP Inc.  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

*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.*

CLASP Inc.  
Registered Agent

  
Howard M. Hujsa, Vice President

**Article VI.**  
**Nonprofit Company**

The Company is nonprofit and shall not make distributions except to the Members or, if no Member is then a Qualified Charitable Organization, in accordance with the provisions of the Article of these Articles of Organization entitled "Liquidation and Dissolution."

**Article VII.**  
**Management**

The company is to be managed by one or more Managers who need not be Members, and is, therefore, a manager-managed company.

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**Article VIII.**  
**Membership**

All Members of the Company shall be Qualified Charitable Organizations. The initial Member of the Company is the **COMMUNITY FOUNDATION OF COLLIER COUNTY, INC.**, a Florida not-for-profit corporation.

**Article IX.**  
**Managers' and Member's Authority**

Subject to the condition that no power or discretion shall be exercised by the Managers in any manner or for any purpose that is not consistent with the Company's Exempt Purposes and its ability to qualify for recognition as a separate Qualified Charitable Organization, but without otherwise limiting the powers conferred upon the Managers by law, the Managers are authorized to engage in any lawful act or activity that is consistent with the Company's Exempt Purposes and its ability to qualify for recognition as a separate Qualified Charitable Organization, and to do everything necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Company's Exempt Purposes or designed, directly or indirectly, to promote the interests of the Company.

Pursuant to Section 608.42335, Florida Statutes, no Member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a Member, and no Member may bind the Company by taking any action solely by virtue of being a Member.

**Article X.**  
**Written Operating Agreement**

Any Operating Agreement entered into by the Members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among the Members and the Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time.

**Article XI.**  
**Liquidation or Dissolution**

In the event of the liquidation or dissolution of the Company, whether voluntary or involuntary, no private individual or entity (other than a Qualified Charitable Organization) shall be entitled to any distribution or division of the Company's remaining

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assets or proceeds, except as provided by law. Upon the winding up and dissolution of the Company, after paying or adequately providing for the payment of the debts and obligations of the Company, the remaining assets shall be distributed to the Members or, if the Members are not then Qualified Charitable Organizations, in such shares, in such manner, and exclusively for such of the Company's Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations described in Section 507(b)(1)(A) of the Code) as the Managers in their sole discretion determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the Twentieth Judicial Circuit, Collier County, Florida (or any court of competent jurisdiction if the principal office of the Company is then located outside the State of Florida), exclusively for such of the Company's Exempt Purposes or to such one or more Qualified Charitable Organizations having similar charitable purposes as the court shall determine.

Dated this 3<sup>rd</sup> day of April, 2007.

By: 

Howard M. Hujsa, authorized agent

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