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TALLAHASSEE FLORIDA

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**HAROLD E. WOLFE, JR., P.A.**

ATTORNEYS AND COUNSELORS AT LAW

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HAROLD E. WOLFE, JR.\*

\*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

December 5, 2007

\* FLORIDA BAR BOARD  
CERTIFIED TAX ATTORNEY  
\* FLORIDA BAR BOARD  
CERTIFIED ESTATE  
PLANNING AND PROBATE  
ATTORNEY

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Recording of the Articles of Organization  
for: Papa's Hideaway Guest House, LLC

Dear Sir/Madam:

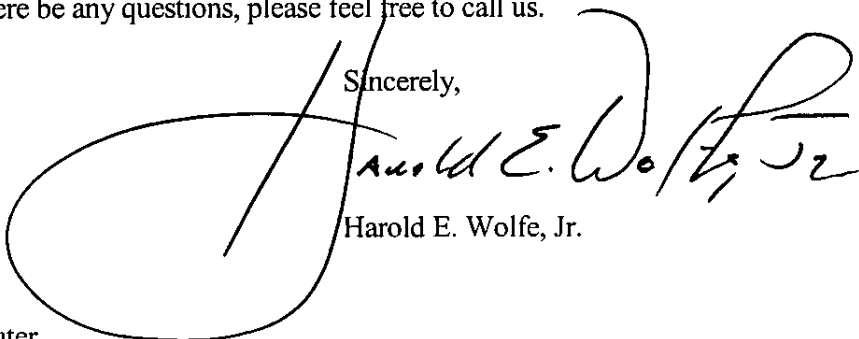
Enclosed please find the original and one (1) copy of Articles of Organization for Papa's Hideaway Guest House, LLC for filing in the public records. Also enclosed is a check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Designation	<u>25.00</u>
<b>Total</b>	<b>\$155.00</b>

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,

  
Harold E. Wolfe, Jr.

HEW:fss  
Enclosures  
cc: Mr. Fred Schluter

**ARTICLES OF ORGANIZATION  
OF**

**PAPA'S HIDEAWAY GUEST HOUSE, LLC**

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I, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED COMPANY**

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "PAPA'S HIDEAWAY GUEST HOUSE, LLC".

**ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY**

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

The mailing and street address of this limited liability company's principal office is as follows:

**Mailing Address/Street Address:**

309 Luisa Street  
Key West, FL 33040

#### **ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Blvd., Suite 302, West Palm Beach, FL 33409. The name of the registered agent at such registered office is Harold E. Wolfe, Jr., Esq.

#### **ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

#### **ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member

in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof. Notwithstanding Fla. Stat. §608.4237 to the contrary contained, no Member of this limited liability company shall cease to be a Member of the limited liability company merely because such Member (i) makes an assignment for the benefit of creditors, (ii) files a voluntary petition in bankruptcy, (iii) is adjudicated bankrupt or insolvent, or has entered against such Member an order for relief, in any bankruptcy or insolvency proceeding or (iv) files any petition seeking reorganization, liquidation or dissolution because of the Member's debts.

#### **ARTICLE VII - COMPOSITION OF MANAGEMENT**

This limited liability company shall be managed by a single Manager, FRED SCHLUTER, during his lifetime and no other person or individual shall have the right to so manage this Limited Liability Company unless FRED SCHLUTER resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(4) and shall be so managed by FRED SCHLUTER until his resignation, death, retirement or consent to a successor Manager. Upon FRED SCHLUTER's resignation, death, retirement or written consent to a successor Manager, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the name and address of the Manager of this Limited Liability Company is:

**Name of Manager**

Fred Schluter

**Address**

309 Luisa Street  
Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager or Managers herein named shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Manager or Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

**ARTICLE VIII - OWNERSHIP UNITS**

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

**ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company is formed is to engage in any lawful acts

or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership and operation of a guest house and may engage in all facets of operation of guest houses, hotels, motels and similar type investment properties.

#### **ARTICLE X - OPERATING AGREEMENT**

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable. The provisions of Chapter 608 of the Florida Statutes entitled the "Florida Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any then adopted Operating Agreement.

IN WITNESS WHEREOF, the undersigned, a member of this limited liability company has executed these Articles of Organization on this 4<sup>th</sup> day of December, 2007.

**PAPA'S HIDEAWAY GUEST HOUSE, LLC**

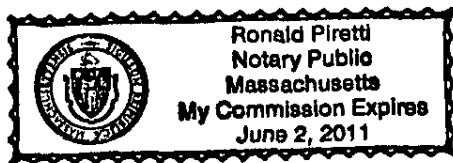
By:

  
Fred Schluter  
Member

STATE OF MASSACHUSETTS )  
 ) SS  
COUNTY OF MIDDLESEX )

BEFORE ME personal appeared **FRED SCHLUTER**, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced his MA License #55385914 as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 4<sup>th</sup> day of December, 2007.



  
Signature of Notary Public

Ronald PIRETTI  
Printed Name of Notary Public

Serial Number of Commission

**My Commission Expires:**

**[Notarial Stamp or Seal]**



**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **PAPA'S HIDEAWAY GUEST HOUSE, LLC** desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, State of Florida, has named **Harold E. Wolfe, Jr., Esq.**, 2300 Palm Beach Lakes Blvd., Suite 302, West Palm Beach, FL 33409, as its agent to accept service of process.

Signature:

  
**FRED SCHLUTER**

Title:

**Incorporating Member**

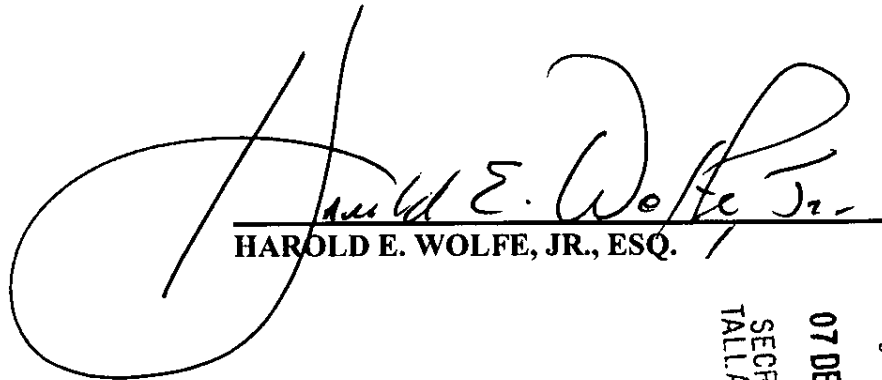
Date:

December 4, 2007

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

**REGISTERED AGENT:**

  
HAROLD E. WOLFE, JR., ESQ.

DATE: December 5<sup>th</sup>, 2007

**FILED**  
07 DEC -7 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA