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: WILLIAM N. ASMA, P.A.

Account Number : 120060000067

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#### FLORIDA/FOREIGN LIMITED LIABILITY CO.

Ventura Investment Florida, LLC

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Florida Dept of State



Décember 24, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WILLIAM N. ASMA PA

SUBJECT: VENTURA INVESTMENT FLORIDA, LLC

REF: W07000061685

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to theend of the name is not acceptable. A search for name availability can be made on the Internet through the Division s records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neysa Culligan Document Specialist FAX Aud. #: H07000304707 Letter Number: 407A00071300

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# ARTICLES OF ORGANIZATION OF VENTURA INVESTMENT OF CENTRAL FLORIDA, LLC

### SECRETARY OF STATE TALLAHASSEE FLORIDA

The undersigned certifies that the members described herein have associated themselves 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. The

the conduct of business of the limited liability company.

### ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

undersigned further declares that the following Articles shall serve as the Charter and authority for

The name of the limited liability company shall be VENTURA INVESTMENT OF CENTRAL FLORIDA, LLC. and its principal office shall be located at 2570 Channel Way. Kissimmee, Florida 34746. The mailing address of the entity shall be 2570 Channel Way, Kissimmee, Florida 34746. The entity shall have the power and authority to establish branch offices at any other place or places as the members 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 businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these Articles 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 provisions of these 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 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.
- 5. 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 corporations, and perform any service under contract or otherwise for any corporation, 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.
- 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any 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 form 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 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 IV MANAGEMENT

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

Rene Westerbaan

Brucknerstraat 13

2901 GB CAPELLE A/D IJSSEL

Paula Westerbaan

Brucknerstraat 13 2901 GB CAPELLE A/D/ IJSSEL

#### ARTICLE V MEMBERSHIP RESTRICTIONS

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 members.

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 members shall have the right to continue the business on unanimous consent of the remaining members.

> ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investments purposes, as determined by unanimous consent of the members. Members will make contribution in equal shares.

#### ARTICLE VII PROFITS AND LOSSES

- (a) Profit Sharing. 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 a distributive share of the profits specified in the operating agreement. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company.
- (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 members as specified in the operating agreement. The distributive share of the losses shall be determined and allocated to the members on the anniversary date of the commencement of business of the limited liability company.

#### ARTICLE VIII DURATION

This limited liability company shall exist for fifty (50) years from the filing date, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

### ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 884 S. Dillard Street, Winter Garden, Florida, 34787 and the name of the company's initial registered agent at that address is William N. Asma, 884 S. Dillard Street, Winter Garden, FL 34787.

The undersigned certifies that this instrument constitutes the proposed Articles of Organization of the above named limited liability company.

| Executed by the undersigned at 884 South Dillard Street, Winter Garden, FL 34/8/ on this           |
|--|
| 19 day of Dec., 2007.  |
| - COO  |
| William N. Āsma  |
|  |
| ·  |
| STATE OF FLORIDA   |
| COUNTY OF ORANGE   |
|  |
| BEFORE ME, the undersigned authority, personally appeared William N. Asma, personally              |
| known to me or who produced as identification and who executed the                                 |
| foregoing Articles of Organization, and he acknowledged that he subscribed the said instrument for |
| the uses and purposes set forth herein.  |
| the daes and purposes set forth herent.  |
| WITNESS my hand and official seal in the County and State aforesaid this                           |
|  |
| SHARON D. MORSANTAGON W. Marga   |
| SHARON D. MUTTON DU TOTAL  |
| Commission Decision Public Expires September 2017  |
| Bernal They Toy like the   |
|  |

Having been named as Registered Agent for the above stated Organization, at the place designated in these Articles. I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the property and complete performance of my duties.

William N. Asma

WILLIAM N. ASMA, P.A.

884 S. Dillard Street

Winter Garden, Florida 34787

Date: 12/19/07

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SECRETARY OF STATE
SECRETARY OF STATE