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**G. MCLEOD**

OCT 15 2008

**EXAMINER**



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*W08-4165*

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DIVISION OF CORPORATIONS  
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LAW OFFICES  
**RYAN & RYAN, LLC**  
THIRD FLOOR  
700 EAST DANIA BEACH BOULEVARD  
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III  
TIMOTHY M. RYAN  
CHRISTOPHER J. RYAN\*  
VICTORIA J. PAPPAS  
*\*Board Certified City,  
County and Local  
Government Lawyer*

TELEPHONE (954) 920-2921  
FACSIMILE (954) 921-1247

October 10, 2008

Via Federal Express  
Standard Delivery

Ms. Gina McLeod  
Florida Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: Equity Mortgage, LLC / JCD Equity Lending, LLC  
Reference Number: W0800004165  
Our File No. 20537E

Dear Ms. McLeod:

On January 25, 2008 you returned the Articles of Organization for Equity Mortgage, LLC as per the reasons stated in your letter. A copy of the letter is enclosed.

Enclosed please find the original and one copy of the Articles of Organization of JCD Equity Lending, LLC which we request that you file in the records of the Secretary of State. Kindly return a time stamped the Articles of Organization in the envelope provided. Enclosed

Thank you for your assistance in this matter, and please feel free to contact me if you have any questions regarding same.

Very truly yours,

  
CHRISTOPHER J. RYAN

CJR/kad  
Enclosures

Signed in the attorney's absence to avoid delay

## **ARTICLES OF ORGANIZATION**

**OF**

### **JCD EQUITY LENDING, LLC, a Florida limited liability company**

The undersigned certifies that I am filing these Articles of Organization for the purpose of creating 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. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

#### **ARTICLE I**

##### **NAME & PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be JCD EQUITY LENDING, LLC, and its principal office shall be located at 426 Southeast 6 Street, in the City of Dania Beach, County of Broward, State of Florida, but it 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 business or 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

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of the business, good will, rights, assets, and liabilities of any person, firm, associates, 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 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 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, 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, joint stock company, 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 of the 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 from 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 one (1) manager. The name and address of the person who shall serve as manager until the first annual meeting of members or until his successors is elected and qualified is as follows:

#### **NAME**

JAY C. DICK

#### **ADDRESS**

426 Southeast 6 Street  
Dania Beach, FL 33004

## **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 Five Hundred and 00/100 (\$500.00) Dollars cash shall be paid to the limited liability company by the member. 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 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 an equal distributive share of the profits or to the distributive share of the profits specified as follows: (set forth

percentages alongside name of each member)

<u>NAME</u>	<u>PERCENTAGE</u>
JAY C. DICK	100%

The distributed share of the profits shall be determined and paid to the members periodically as determined by a majority vote of the members.

(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 in equal shares .

#### **ARTICLE VIII**

##### **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

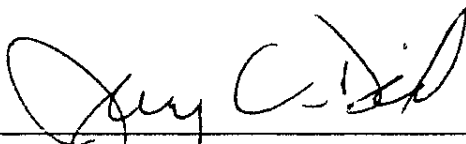
#### **ARTICLE IX**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 426 Southeast 6 Street, City of Dania Beach, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is JAY C. DICK.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of JCD EQUITY LENDING, LLC.

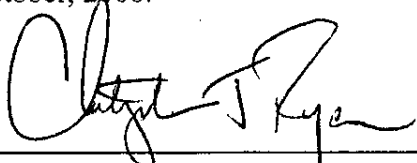
EXECUTED by the undersigned at Dania Beach, Broward County, Florida, on October 10, 2008.

  
\_\_\_\_\_  
JAY C. DICK

STATE OF FLORIDA       )  
                                      )  
COUNTY OF BROWARD    )

PERSONALLY APPEARED before me, the undersigned authority, JAY C. DICK, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 16<sup>th</sup> day of October, 2008.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:





**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This  
State, Naming Agency Upon Whom Process May be Served and Name and Address of the  
Member and Manager.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

**JCD EQUITY LENDING, LLC**

a limited liability company (or organizing) under the laws of the State of Florida, with its principal  
office at 426 Southeast 6 Street, City of Dania Beach, County of Broward, State of Florida, has  
named JAY C. DICK, as its agent to accept service of process within this state.

**MEMBER:**

NAME

SPECIFIC ADDRESS

JAY C. DICK

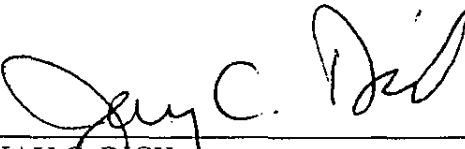
426 Southeast 6 Street  
Dania Beach, FL 33004

**MANAGER:**

JAY C. DICK

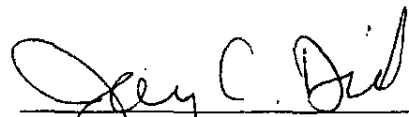
426 Southeast 6 Street  
Dania Beach, FL 33004

Dated this day of \_\_\_\_, October, 2008.

  
\_\_\_\_\_  
JAY C. DICK

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other individuals of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
JAY C. DICK  
Registered Agent