

L09000030602

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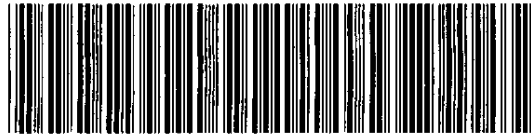
W09-14562

A. LUNT

MAR 30 2009

EXAMINER

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 MAR 27 PM 4:15

FILED

03/26/09--01028--022 **160.00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 27, 2009

JAMES E. WILLIS, ESQ
975 6TH AVE. S. #200
NAPLES, FL 34102

SUBJECT: SLA PORPERTIES L.L.C.
Ref. Number: W09000014562

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for SLA PORPERTIES L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 the end 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.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 809A00010430

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SLA - WEB Properties, 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:

James E. Willis, Esq.
(Name of Person)

James E. Willis, Esq.
(Firm/Company)

975 6th Ave. S. #200
(Address)

Naples, FL 34102
(City/State and Zip Code)

For further information concerning this matter, please call:

Alicia

(Name of Person)

at (239) 435-0094

(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)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Note:

On 3/26/09 we filed Articles for SLA Properties, LLC - but since an LLC with same name already exists, we are re-filing the attached. \$110.00 should be on account. →

Or check
No. 1594
from James E.
Willis, Esq. was
delivered on
3/26/09.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SLA-WEB PROPERTIES, L.L.C.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I -- Name:

The name of the Limited Liability Company is: SLA-WEB PROPERTIES, L.L.C.

This Limited Liability Company is organized for the purpose of engaging in any activity or business permitted under the laws if the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

ARTICLE II -- Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 8575 El Mirasol Court, Fort Myers, FL 33967.

ARTICLE III -- Registered Agent

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

William E. Bell
8575 El Mirasol Court
Fort Myers, FL 33967

ARTICLE IV -- Management

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed company. The number of Managers shall be determined by the Operating Agreement as adopted in writing by the membership. The initial numbers of managers is: two. The company shall be managed by said Manager or Managers in accordance with an Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial Managers of the company are:

Name & Address:	William E. Bell, 8575 El Mirasol Court, Fort Myers, FL 33967
Name & Address:	Stephen L. Allison, 9191 Estero River Circle, Estero, FL 33928

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TALLAHASSEE, FLORIDA

ARTICLE V -- Limitation on Agency Authority of Members:

Pursuant to Section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member. The Company is managed exclusively by a Manager or Managers and Members have no authority to bind the Company.

ARTICLE VI -- Operating Agreement

Any Operating Agreement (as defined in Section 608.402(24) of the Act) relating to this Limited Liability Company must be in writing and signed by all of the members. The Operating Agreement may provide for and regulate different classes of membership interests, which may consist of having voting and non-voting interests, and/or membership interests with different priorities at time of dissolution and distribution.

No member may assign any part or all of his interest, voluntarily or involuntarily, without the consent of the Manager(s) and of the non-assigning members which consent is given in accordance with the terms of the Operating Agreement and Article VII hereinafter set forth.

ARTICLE VII -- Initial Member and Admission of New Members

The subscribing initial members of the Limited Liability Company are as follows:

WILLIAM E. BELL
STEPHEN L. ALLISON

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. No member may assign any part or all of his interest, voluntarily or involuntarily, without the consent of a majority of the Manager(s) and a majority in interest of the other non-assigning members which consent is given in accordance with the terms of the Operating Agreement. The transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of said member's interest approve of the proposed transfer by written consent.

ARTICLE VIII -- Members' Right to Continue Business and Termination

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 the unanimous consent of the remaining Members.

The company shall terminate on December 31, 2039, or at such earlier date as provided in the Operating Agreement. Subsequent to said termination date the Manager shall engage in only such matters as is reasonably required to liquidate the affairs of the Limited Liability Company

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledge them to be my act this 24 day of March, 2009.

William E. Bell

Signature of member or an authorized representative of a member

Stephen L. Allison

Signature of member or an authorized representative of a member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William E. Bell

WILLIAM E. BELL

Member

Stephen L. Allison

STEPHEN L. ALLISON

Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

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 designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

William E. Bell

William E. Bell - Registered Agent
8575 El Mirasol Court
Fort Myers, FL 33967