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DIVISION OF CORPORATIONS
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T. HAMPTON

OCT - 1 2009

EXAMINER

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: TROPICAL BREEZE APARTMENTS, 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:

Christina Harris Schwinn, Esq.

Name of Person

Pavese Law Firm

Firm/Company

1833 Hendry Street

Address

Fort Myers, Florida 33901

City/State and Zip Code

christinaschwinn@paveselaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christina Harris Schwinn

Name of Person

at (239)

334-2195

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)

Mailing Address

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

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION OF
TROPICAL BREEZE APARTMENTS, LLC**

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Pursuant to Florida Statute 608.407 TROPICAL BREEZE APARTMENTS, LLC files these Articles of Organization. These Articles of Organization for TROPICAL BREEZE APARTMENTS, LLC shall be effective as of the date same are filed in the Secretary of State's office. These Articles of Organization were properly approved and adopted by a majority of the interests of the company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company is TROPICAL BREEZE APARTMENTS, LLC and its principal office shall be located at 15280 Sonoma Drive, Apt. 304, Fort Myers, FL 33908 and its mailing address is 300 N. Bi-State Boulevard, Delmar, DE 19940, and 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 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 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

There shall be three (3) initial members of this limited liability company, whose names, addresses and ownerships are as follows:

| <u>Owner Name</u> | <u>Percentage of Ownership</u> |
|---|--------------------------------|
| Phillip Jon Adkins 300 N. Bi-State Boulevard Delmar, DE 19940 | 48% |
| J. Marion Adkins 1428 Elliots Creek Lane Cape Charles, VA 23310 | 26% |
| D. Jean Adkins 1428 Elliots Creek Lane Cape Charles, VA 23310 | 26% |

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ARTICLE IV
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, a manager elected by 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 member(s) of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company shall be managed by one (1) manager. The following is the name and address of the individual who shall initially serve as the managing member of the limited liability company until the first annual meeting of the member(s) or until his successor is elected and qualify in accordance with the regulations:

Phillip Jon Adkins
300 N. Bi-State Boulevard
Delmar, DE 19940

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit a new member. Contributions required of a new member 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, or except as specified in a separate written agreement regarding purchase and sale executed by all.

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 VII
CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

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ARTICLE VIII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the regulations, 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 in proportion to their ownership interest. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE IX
DURATION

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by member(s).

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

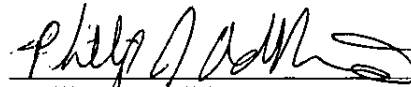
The address of the initial registered office of the limited liability company is **1833 Hendry St., Ft. Myers, Florida 33901**, and the name of the company's initial registered agent at that address is **Christina Harris Schwinn, Pavese Law Firm**.

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The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Tropical Breeze Apartments, LLC.

Executed by the undersigned at Fort Myers, Florida on this the 29 day of September, 2009.



Phillip Jon Adkins
Its: Managing Member

STATE OF Florida

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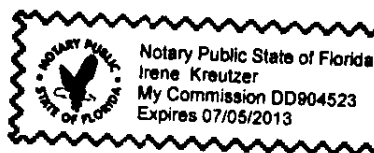

COUNTY OF Lee

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I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared PHILLIP JON ADKINS, known to me or ☒ who produced _____ as identification and who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 29 day of September, 2009.

 
Notary Public
My Commission No.: _____
My Commission Expires: _____

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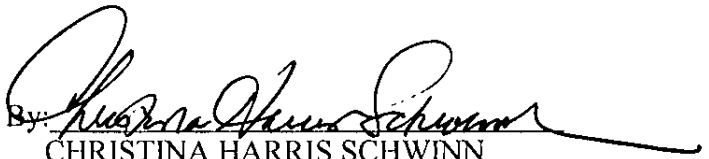
REGISTERED AGENT ACKNOWLEDGEMENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First B That **TROPICAL BREEZE APARTMENTS, LLC**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 15280 Sonoma Drive, Apartment 304, Fort Myers, FL 33908 and its mailing address at 300 N. Bi-State Boulevard, Delmar, DE 19940, has named **CHRISTINA HARRIS SCHWINN, PAVESE LAW FIRM**, located at **1833 Hendry St., City of Fort Myers, County of Lee, FL 33901**, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
CHRISTINA HARRIS SCHWINN
Registered Agent

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