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SECRETARY OF STATE

J. BRYAN

JAN 1 3 2009

**EXAMINER** 

#### GLICKMAN, WITTERS AND MARELL, P.A.

THE CENTURION
Suite 1101

1601 Forum Place

WEST PALM BEACH, FLORIDA 33401

GARRY M. GLICKMAN
CURTIS L. WITTERS
BOARD CERTIFIED IN MARITAL AND FAMILY LAW
WILLIAM J. MARELL
ELIZABETH A. MONTGOMERY
CINDY A. CRAWFORD
JOSEPH R. LOWICKY

Telephone (561) 478-1111

Telecopier (561) 478-2433

January 11, 2009

#### Via Federal Express

Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

CONRAD ENTERPRISES OF PALM BEACH COUNTY, LLC

Gentlemen:

Reference:

We are enclosing one original and a duplicate copy of the Articles of Organization for the above referenced proposed company together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Organization on the duplicate copy, certify and return it to us. Enclosed is our check in the amount of \$125.00 for the filing of these documents

Sincerely,

CLICKMAN, WITTERS & MARELL, P. A.

Garry M. Glickman

GMG:sn Enclosures (as noted above)

#### ARTICLES OF ORGANIZATION

OF

#### CONRAD ENTERPRISES OF PALM BEACH COUNTY, LLC

The undersigned organizer hereby forms a limited liability company under the laws of the State of Florida:

#### **ARTICLE I**

#### COMPANY NAME

The name of this company is:

#### CONRAD ENTERPRISES OF PALM BEACH COUNTY, LLC

#### **ARTICLE II**

#### COMMENCEMENT AND TERM OF EXISTENCE

The term of existence of the Company shall commence on the date the Articles of Organization is filed with the Florida Secretary of State, and shall continue perpetually unless dissolved as set forth hereafter.

#### **ARTICLE III**

#### MAILING ADDRESS AND STREET ADDRESS OF THE COMPANY

The mailing address and the street address of the principal office of the limited liability company is 8541 Estate Drive, West Palm Beach, Florida 33411.

#### **ARTICLE IV**

#### REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The Registered Agent and the street address of the Registered Agent of this Company in the State of Florida shall be:

Robert R. Helcher 8541 Estate Drive West Palm Beach, Florida 33411

## FILED NO JAN 12 AM 11: 29 SECRETASSEE, FLORING FALLARIASSEE, FLORING

#### **ARTICLE V**

#### DISSOLUTION

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member shall not dissolve the Company as long as there remains in existence one (1) member. The Company shall dissolve only as provided in the Operating Agreement of the Company.

#### **ARTICLE VI**

#### MANAGEMENT OF THE COMPANY

The initial Manager of the Company shall be Robert R. Helcher. The Manager, Robert R. Helcher shall be responsible for the management of the Company, and shall have the full right, power and authority to manage, direct and control all of the business and affairs of the company and to transact business on its behalf.

Notwithstanding the foregoing, the Manager shall have the absolute authority to subcontract any management functions of the Company in his sole and absolute discretion.

#### **ARTICLE VII**

#### RIGHTS, LIABILITIES AND OBLIGATIONS OF MEMBERS

7.1 <u>Liability of Members:</u> No Member shall be personally liable for the expenses, liabilities, debts or obligations of the Company, unless otherwise provided pursuant to Florida Statute §608.

7.2 Return of Capital: No Member shall have the right to demand the return of his/her/its contribution to capital except as provided in the Company's Regulations and Operating Agreement then in existence.

7.3 Non-Assignability of Membership Interest: No Member may assign his Company interest in whole or in part without the express written consent of 100% of the Company's members, including the member attempting to assign his interest.

The assignee of a member's interest shall have no right to participate in the management of the business and affairs of the Company, except i) as provided in the Operating Agreement and, ii) upon the approval of 100% of the members of the limited liability company including the member assigning the limited liability interest and iii) in compliance with any procedure provided for in the Operating Agreement.

The assignee of the member's interest shall have no right to become or to exercise any rights or power of a member, except upon the express written approval of 100% of the members of the Company, including the member assigning the interest.

ROBERT R. HELCHER, ORGANIZER

STATE OF FLORIDA	]
	] ss:
COUNTY OF PALM BEACH	]

**NOTAR** 



SIGN\_\_\_\_\_PRINT\_\_\_\_

STATE OF FLORIDA AT LARGE (SEAL) MY COMMISSION EXPIRES:

10 JAN 12 AM 11: 29
SECRETARY OF STATE

### <u>CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED</u>

Conrad Enterprises of Palm Beach County, LLC, desiring to organize as a Limited Liability

Company under the laws of the State of Florida with its principal office as indicated in the Articles of

Organization, has named Robert R. Helcher having an address at 8541 Estate Drive, West Palm Beach,

Florida 33411 as its agent to accept Service of Process within this State.

#### **ACKNOWLEDGMENT**

Having been named to accept Service of Process for the above named Limited Liability

Company, at the place designated in this Certificate, I hereby agree to act in this capacity, accept the appointment, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Pohart D. Ualahar

SWORN TO AND SUBSCRIBED	before methis // day of January , 2010.	SECRETARY I	
GARRY M. GLICKMAN Commission DD 700017 Expires November 9, 2011 Bonded Thru Troy Fain Insurance 800-385-7019	NOTAR PUBLIC - STATE OF FLORIDA  Name:  (Type, stamp or print)	OF STATE S. FLORIO	<u>ခ</u>

Personally known • or produced identification • • If produced identification, type or identification produced: