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DIVISION OF CORPORATIONS  
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B. KOHR

JUL 19 2010

EXAMINER

**Edward B. Knauer**  
**Attorney at Law**  
**Certified Circuit Civil and County Court Mediator**

501 Goodlette Road North, Suite D-100  
Naples, FL 34102  
(239) 649-5449

Also admitted to practice in  
New Jersey and Maine

Wir Sprechen Deutsch

July 13, 2010

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

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Re: A & D Capital Partners, LLC

Dear Sir/Madam:

Enclosed please find the following:

- Articles of Organization for A & D Capital Partners, LLC
- Division of Corporations Registration Section Cover Letter
- My check no. 2326, in the amount of \$125.00 representing the filing fee and registered agent fee

If the documentation is in order, please file the Articles of Organization and return the letter of acknowledgment to my office.

Please do not hesitate to contact my office, should you have any questions.

Sincerely,



Edward B. Knauer  
EBK/tk  
enc.

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: A & D Capital Partners, 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:

Edward B. Knauer, Esq.

Name of Person

Firm/Company

501 Goodlette Road N., Suite D-100

Address

Naples, FL 34102

City/State and Zip Code

christine.denault@gmail.com

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

For further information concerning this matter, please call:

Christine F. Denault at ( 239 ) 325-8612  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(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

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ARTICLES OF ORGANIZATION

OF

A & D CAPITAL PARTNERS, LLC

The undersigned certify that we have associated ourselves together 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. We 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 AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be A & D CAPITAL PARTNERS, LLC, and its principal office shall be located at 975 Spanish Moss Trail, in the City of Naples, County of Collier, 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 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,

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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

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Christine F. Denault  
975 Spanish Moss Trail  
Naples, FL 34108

C/O Rod Ashtaryeh  
975 Spanish Moss Trail  
Naples, FL 34108

### 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 shall be paid to the limited liability company by the two members in the following percentages:

Christine F. Denault: one percent (1%)

Rod Ashtaryeh: ninety nine percent (99%)

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the above percentages unless different percentages are unanimously agreed to by the members.

#### 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 the distributive share of the profits specified as follows:

Christine F. Denault: one percent (1%)

Rod Ashtaryeh: ninety nine percent (99%).

The distributive share of the profits shall be determined and paid to the members each year within thirty (30) days of the close of the tax year 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 in the following shares:

Christine F. Denault: one percent (1%)

Rod Ashtaryeh: ninety nine percent (99%).

#### 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 975 Spanish Moss Trail, City of Naples, County of Collier, State of Florida, and the name of the company's initial registered agent at that address is Christine F. Denault.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of A & D CAPITAL PARTNERS, LLC.

Executed by the undersigned at Naples on the 16<sup>th</sup> day of June, 2010.

  
Christine F. Denault

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida  
County of Collier

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

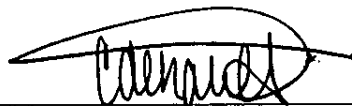
The name of the limited liability company is A & D CAPITAL PARTNERS, LLC.

The name of the registered agent for A & D CAPITAL PARTNERS, LLC is and the street address of the company's principal office where the agent is located is

Christine F. Denault  
975 Spanish Moss Trail  
Naples, FL 34108

This statement is to acknowledge that, as indicated above, A & D CAPITAL PARTNERS, LLC has appointed me, CHRISTINE F. DENAULT, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. 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.

Dated June 16, 2010



Christine F. Denault

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June, 2010 by CHRISTINE F. DENAULT, agent on behalf of A & D CAPITAL PARTNERS, LLC, a limited liability company. She is personally known to me or has produced Florida Drivers License as identification.



Notary's Public

My Commission expires:



EDWARD B. KNAUER  
MY COMMISSION # DD 908406  
EXPIRES: August 8, 2013  
Bonded Thru Budget Notary Services