

# L12000102539

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

B. BOSTICK

AUG - 9 2012

EXAMINER

**DAVID C. LEVENREICH**  
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO  
PRACTICE IN  
THE STATE OF TEXAS

406 SOUTH PROSPECT AVENUE  
CLEARWATER, FLORIDA 33756

TELEPHONE: (727) 441-8485  
FACSIMILE: (727) 441-4558  
E-MAIL: dclevenreich@yahoo.com

August 3, 2012

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

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12 AUG - 9 AM 11:49  
TALLAHASSEE, FLORIDA

Re: LP II Technology Assets, LLC

Dear Division of Corporations:

Enclosed please find an **original** and one (1) copy of the fully-executed, Articles of Organization for the above-referenced limited liability company. Also enclosed is my check in the amount of \$155.00 made payable to "Florida Department of State" to cover the filing fees as follows:

\$100.00 -	Filing Fee
\$ 30.00	Certified Copy
\$ <u>25.00</u>	Registered Agent Designation

**\$155.00 - Total**

Please return the certified copy of the Articles of Organization to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/gab  
Enclosures

cc: Gary M. Eng, via electronic mail, w/copy of enclosures

# **ARTICLES OF ORGANIZATION**

**OF**

**LP II Technology Assets, LLC**

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The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

## **ARTICLE I NAME**

The name of the Company shall be:

- LP II Technology Assets, LLC

## **ARTICLE II PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

## **ARTICLE III PURPOSES**

The Company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

## **ARTICLE IV GENERAL POWERS**

The Company shall have the power to undertake any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

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**ARTICLE V  
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company is 4905 34th Street S., Suite 5800, St. Petersburg, Florida 33711

**ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 406 South Prospect Avenue, Clearwater, Florida 33756, and the name of its initial registered agent is David C. Levenreich, Esquire. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VII  
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the regulations and operating agreement of the Company, if any ("Regulations"), the business and affairs of the Company shall be managed by or under the direction of the members (the "members"). The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the Regulations. The name and current address of the initial managing member is set forth below, and such person shall act in such capacity until otherwise determined by the members in accordance with the Company's Regulations:

Gary M. Eng, MGRM  
4905 34th Street S., Suite 5800  
St. Petersburg, Florida 33711

**ARTICLE VIII  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the consent of a majority in interest of the remaining members or as otherwise provided in the Company's Regulations.

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**ARTICLE IX  
ADMISSION OF ADDITIONAL MEMBERS**

Except as otherwise provided in the Regulations, no new members shall be admitted to the Company without the prior consent of a majority in interest of the existing members. Contributions required of a new member shall be determined by the members as of the time of the admission of the new member to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of a majority in interest of members or as otherwise provided for in the Company's Regulations. Additional restrictions and conditions on membership may be set forth in Regulations adopted by the members.

**ARTICLE X  
REGULATIONS**

The members of the Company may adopt an Operating Agreement and Regulations of the Company (previously defined as the Regulations) pertaining to the regulation, management and affairs of the limited liability company, provided that such Regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Regulations may be repealed or altered only by the members of the Company, in the manner now or hereafter prescribed in the Regulations of the Company consistent with the laws of the State of Florida.

**ARTICLE XI  
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of LP II Technology Assets, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority-in-interest of the Company, in the manner now or hereafter prescribed in the Company's Regulations consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 3rd day of August, 2012.

  
\_\_\_\_\_  
GARY M. ENG

Authorized Representative of the Members

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

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Having been appointed the registered agent of LP/II Technology Assets, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 3rd day of August, 2012



DAVID C. LEVENREICH, ESQUIRE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA