

L95000000008

1/04/95

FLORIDA DIVISION OF CORPORATIONS

11:32 AM

((H95000000091))

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: COONEY, WARD, LESHER & DAMON, P.A.
1555 PALM BEACH LAKES BLVD, SUITE 1000
WEST PALM BEACH FL 33401-0000
CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
FAX: (407) 689-9303

((H95000000091))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: MONTGOMERY CLARK, L.C.
FAX AUDIT NUMBER: H95000000091
CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/04/1995
TIME REQUESTED: 11:32:23
CERTIFIED COPIES: 1
CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 7
METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$337.50
ACCOUNT NUMBER: 072262000447

M. GRIM JAN 4 1995

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000091))

January 4, 1996

COONEY WARD LESLIE LAMON

SUBJECT: MONTGOMERY CLARK, LLC
REF: W95000000194

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

THE ARTICLES READ AS IF THERE ARE 2 PRIOR 1950 ARTICLES.

Do you like this letter? Y/N

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered dead.

If you have any questions concerning the filer of your document, please call (904) 482-6926.

Martha Brim
Corporate Specialist

File No. W 95000000194
Letter Number 29900000194

Division of Corporations - P.O. Box 6322 - Tallahassee, FL 32314

Do you like this letter? Y/N

((H9500000091)))

ARTICLES OF ORGANIZATION

OF

MONTGOMERY CLARK, L.C.

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 MONTGOMERY CLARK, L.C., and its principal office shall be located at 234 Royal Palm Way, Palm Beach, Florida 33480 in the City of Palm Beach, County of Palm Beach, 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.

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.

Prepared By:

Michael J Posner, Esq., FL Bar No. 525685

Cooney, Ward, Leshner & Damon, P.A.

1555 Palm Beach Lakes Blvd., Suite 1000

West Palm Beach, FL 33401

1

((H9500000091)))

((H9500000091))

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 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

((H9500000091))

((H95000000091)))

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:

Michael H. Montgomery

234 Royal Palm Way
Palm Beach, Florida 33480

Deborah M. Clark

234 Royal Palm Way
Palm Beach, Florida 33480

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 written consent of One Hundred Percent (100%) of the 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 upon unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Hundred and NO/100 Dollars (\$100.00) cash or equivalent shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

((H95000000091)))

((H95000000091)))

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:

<u>NAME</u>	<u>Percentage of Shares</u>
Michael H. Montgomery	50.00%
Deborah M. Clark	50.00%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 1, 1995.

(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:

<u>NAME</u>	<u>Percentage of Shares</u>
Michael H. Montgomery	50.00%
Deborah M. Clark	50.00%

ARTICLE VIII

DURATION

This limited liability company shall exist until December 31, 2024, or 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 1555 Palm Beach Lakes Blvd., Suite 1000, West Palm Beach, Florida 33401, and the name of the company's initial registered agent at that address is Cooney, Ward, Leshner & Damon, P.A.

((H95000000091)))

((H95000000091)))

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organisation of MONTGOMERY CLARK, L.C.

Executed by the undersigned at West Palm Beach, Florida on January 3, 1995.


Michael H. Montgomery


Deborah M. Clark

((H9500000091))

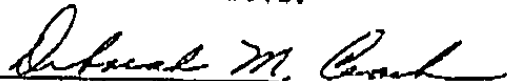
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

In compliance with Florida Statute §608.407(2), the undersigned member or authorized representative of a member of MONTGOMERY CLARK, L.C. deposes and says:

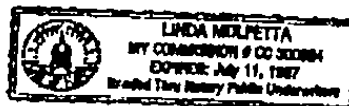
1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is Two Hundred and NO/100 (\$200.00).
3. If any, the agreed value of property other than cash contributed by the members is Zero and NO/100 Dollars (\$0.00). A description of the property is attached as Exhibit and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is Two Hundred and NO/100 (\$200.00). This total includes the amounts from 2 and 3 above.


Deborah M. Clark

The foregoing instrument was acknowledged before me this 3rd day of January, 1995 by Deborah M. Clark, a member or agent on behalf of MONTGOMERY CLARK, L.C., a limited liability company. She is personally known to me or has produced as identification.


Notary Public

My Commission Expires: 7-11-97



((H9500000091))

((H9500000091))

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF PALM BEACH

Pursuant to the provisions of §608.415 and §608.407(1)(d) 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 MONTGOMERY CLARK, L.C.

The name of the registered agent for MONTGOMERY CLARK, L.C. is Cooney, Ward, Leshner & Damon, P.A. and the street address of the agent is 1555 Palm Beach Lakes Blvd., Suite 1000, West Palm Beach, Florida 33401.

This statement is to acknowledge that, as indicated above, MONTGOMERY CLARK, L.C. has appointed Cooney, Ward, Leshner & Damon, P.A. 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 January 3, 1995.

Cooney, Ward,
Leshner & Damon, P.A.

By: Michael Posner

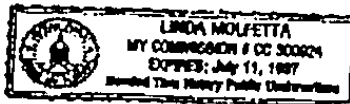
Michael Posner

The foregoing instrument was acknowledged before me this day of January, 1995 by Michael J Posner of Cooney, Ward, Leshner & Damon, P.A., agent on behalf of MONTGOMERY CLARK, L.C., a limited liability company. She is personally known to me or has produced as identification.

Linda Molfetta
Notary Public

My Commission Expires: 7-11-97

7



((H9500000091))