

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8086

L95000000157

CSC networks

Mail To
P.O. Box 5020
Tallahassee, FL 32314

ACCOUNT NO. : 07210000000000

REFERENCE : 552319 81805A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 2, 1995

ORDER TIME : 10:26 AM

ORDER NO. : 552319

CUSTOMER NO: 81805A

CUSTOMER: Robin Traylor, Legal Assistant
THOMAS G. ECKERTY, ESQ

Suite 89
12734 Kenwood Lane
Ft. Myers, FL 33907

FILING 250.00
R. AGENT 35.00
C. COPY 52.50
TOTAL 337.50
N. BANK _____
BALANCE DUE _____
REFUND _____

DOMESTIC FILING

L 95000000157

NAME: NAPLES LAND COMPANY, L.C.

XXX ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

RECEIVED 142132B
03/03/95-01102--020
***337.50 ***337.50

FILED
95 MAR -2 PM 1:55
TALLAHASSEE, FL

3-2-95

ARTICLES OF ORGANIZATION
OF
NAPLES LAND COMPANY, L. C.

FILED
95 MAR -2 PM 1:50
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company shall be NAPLES LAND COMPANY, L. C.

ARTICLE II - DURATION

This limited liability company shall exist for a period of twenty (20) years commencing upon the execution and filing of these Articles.

ARTICLE III - PURPOSE

This limited liability company is created for the purpose of transacting the business of investing in real estate brokerage operations in Southwest Florida and in such other business as may be agreed on by the members.

ARTICLE IV - PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this limited liability company shall be 8211 College Parkway, Fort Myers, Florida 33919, and such other place or places as the members from time to time may determine.

The initial Registered Agent of this limited liability company shall be Donna J. Doyle, C. P. A., and her address is 8211 College Parkway, Fort Myers, Florida 33919.

ARTICLE V - CONTRIBUTIONS TO CAPITAL

The initial capital of this limited liability company shall consist of the sum of One Million, Two Hundred Thousand (\$1,200,000) Dollars in cash or cash equivalents, which will be contributed by the members in the following amounts:

See Schedule "A"

No member shall be entitled to receive interest on this contribution to capital.

ARTICLE VI - MANAGEMENT OF BUSINESS

Each member shall be, or appoint, a manager, which managers will act jointly as the co-managers for this limited liability company. The managers may designate one or more of themselves to act on behalf of all of the managers and on their instruction. The managers shall conduct the business of the limited liability company on behalf of the members pursuant to specific agreements and conditions set forth in the Memorandum of Understanding and Intent and in the regulations of the limited liability company which are incorporated herein by reference. The managers shall be selected annually by the members in accordance to said Memorandum of Understanding and Intent. By their signature hereon, the members appoint the following individuals as the initial managers:

Robert S. Barker
John D. Jassy

ARTICLE VII - PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this limited liability company.

ARTICLE VIII - MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within thirty (30) days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called by any member at any time after the giving of thirty (30) days notice to the other members. Notice of special meeting shall be actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

ARTICLE IX - TRANSFERABILITY OF MEMBERS' INTEREST

Transferability of members' interests shall be governed by the provisions of Florida Statute 608.432.

ARTICLE X - PROFITS AND LOSSES

Profits and losses generated by the business of this company shall be passed through to the members pursuant to the Memorandum of Understanding and Intent which is incorporated herein by reference.

ARTICLE XI - WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, the remaining member or members shall have the right to continue the business of this limited liability company pursuant to the applicable provisions of the Memorandum of Understanding and Intent and the regulations.

ARTICLE XII - DISSOLUTION AND LIQUIDATION

Dissolution and liquidation of this limited liability company shall be pursuant to Florida State 608.441-448 and the Memorandum of Understanding and Intent which is incorporated herein by referenced; however, the remaining member or members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

ARTICLE XIII - NOTICE TO MEMBERS

All notices to the members of this limited liability company pursuant to these Articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XIV - AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State.

James W. Little
JAMES W. LITTLE

James R. Colosimo
JAMES R. COLOSIMO

Robert S. Barber
ROBERT S. BARBER

Duval Evans
DUVAL EVANS

Malvin PaviK
MALVIN PAVIK

J. A. Zilligen
J. A. ZILLIGEN

John D. Jassy
JOHN D. JASSY

Lois Evans
LOIS EVANS

Karen Jo Kelly
KAREN JO KELLY

Charles Gozder
CHARLES GOZDER

TOM CAPALDI
TOM CAPALDI

Gulf Breeze Pension Fund
GULF BREEZE PENSION FUND
LOIS EVANS, TRUSTEE

STATE OF FLORIDA)
COUNTY OF COLLIER)

Anne H. Langley
ANNE H. LANGLEY

Samuel A. Halaby, Jr.
SAMUEL A. HALABY, JR.

The foregoing instrument was acknowledged before me this 10th day of February, 1995 by JAMES R. COLOSIMO, J. A. ZILLIGEN, ROBERT S. BARBER, JOHN D. JASSY, DUVAL EVANS, LOIS EVANS, ~~MALVIN PAVIK~~, KAREN JO KELLY, ~~SANDRA L. HIIRONEN~~, ~~TOM CAPALDI~~, and MALVIN PAVIK, who are personally known to me and who did/did not take an oath.

Sandra L. Hiironen
NOTARY PUBLIC
STATE OF FLORIDA

SANDRA L. HIIRONEN

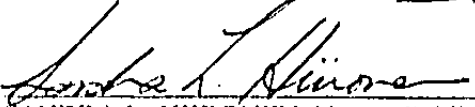
Typed or Printed Name of Notary Public
COMMISSION NO.: CC143048

My Commission Expires:

9-12-95

STATE OF FLORIDA)
) §:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 10th day of February, 1995, by LOIS EVANS, as Trustee of the Gulf Breeze Pension Fund, SAMUEL A. HALABY, JR., ANNE H. LANGLEY, and JAMES W. LITTLE, who are personally known to me and who did/did not take an oath.


SANDRA L. HIIRONEN, Notary Public
Commission No.: CC143048
My Commission Expires: 9-12-95

SIGNATURE PAGE

Witnessed by:

Mary Lou Mormann
MARY LOU MORMANN
Printed name of witness

Raul Torres
RAUL TORRES
Printed name of witness

Charles Gozder
CHARLES GOZDER

STATE OF ILLINOIS)
) s:
COUNTY OF)

The foregoing instrument was acknowledged before me this 12th day of February, 1995, by CHARLES GOZDER, (CHECK ONE): ☒ who is personally known to me OR ☐ who produced a Illinois drivers license as identification, and who did/did not take an oath.

Phyllis A. Clancy
Notary Public

Printed name of Notary
My Commission Expires:

SIGNATURE PAGE

Witnessed by:

WHE WHEE
Printed name of witness

Robert L. Dimaio
Printed name of witness

TOM CAPALDI
TOM CAPALDI

STATE OF MICHIGAN)
) §:
COUNTY OF ✓)

The foregoing instrument was acknowledged before me this 16 day of February, 1995, by TOM CAPALDI, (CHECK ONE): _____ who is personally known to me OR ✓ who produced a Michigan drivers license as identification, and who did/did not take an oath.

Lisa A. Burt
Notary Public

Printed name of Notary. Lisa A. Burt
My Commission Expires: 12/31/99

EXHIBIT "A"

NAME/ADDRESS	AMOUNT	PERCENTAGE
ROBERT S. BARBER 16577 Bear Cub Court SW Fort Myers, Florida 33908	\$185,000	15.416%
TOM CAPALDI 2679 Roberts Troy, Michigan 48098	\$200,000	16.667%
JAMES R. COLOSIMO 4099 Tamiami Trail North, #305 Naples, Florida 33963	\$26,000	2.1667%
DUVAL EVANS 5300 - 14th Avenue SW Naples, Florida 33999	\$100,000	8.333%
LOIS EVANS 5300 - 14th Avenue SW Naples, Florida 33999	\$65,000	5.417%
LOIS EVANS, TRUSTEE OF GULF BREEZE PENSION FUND 5300 - 14TH Avenue SW Naples, Florida 33999	\$54,000	4.5%
CHARLES GOZDER 10 Ramsgate Drive Palos Park, Illinois 60464-1420	\$30,000	2.5%
SAMUEL HALABY One Chase Square, #1720 Rochester, New York 14604	\$100,000	8.333%
JOHN D. JASSY 895 Turtle Court Naples, Florida 33963	\$50,000	4.167%
KAREN JO KELLY 895 Turtle Court Naples, Florida 33963	\$10,000	0.833%

ANNE LANGLEY 162 - 11th Avenue South Naples, Florida 33940	\$50,000	4.167%
JAMES W. LITTLE 4813 - 71st Avenue North Brooklyn Center, Minnesota 55429	\$10,000	0.833%
MALVIN PAVIK 27260 Lakeway Court Bonita Springs, Florida 33923	\$170,000	14.167%
J. A. ZILLIGEN 2222 Imperial Golf Course Boulevard Naples, Florida 33962-1098	\$150,000	12.5%

DESIGNATION OF REGISTERED AGENT AND CERTIFICATE OF ACCEPTANCE.

The name and address of the registered agent and office of the LIMITED LIABILITY COMPANY shall be DONNA J. DOYLE, C.P.A., 8211 College Parkway, Fort Myers, Florida 33919.

I, DONNA J. DOYLE, C. P. A., having been named as Registered Agent for this Limited Liability Company at the place designated hereinabove, I accept the 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 this 1st day of March, 1995.

Donna J. Doyle C.P.A.
DONNA J. DOYLE, C. P. A.

FILED
55 MAR -2 PM 1:57
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF COLLIER)

FILED
95 MAR -2 PM 1:57
TALLAHASSEE, FLORIDA

The undersigned member, ROBERT S. BARBER, deposes and says:

- 1) The above-named Limited Liability Company, Naples Land Company, L.C., has at least two members.
- 2) The total amount of cash contributed by the members is One Million Two Hundred Thousand (\$1,200,000.00) Dollars.
- 3) If any, the agreed value of the property other than cash contributed by members is \$NONE.
- 4) The total amount of cash or property anticipated to be contributed by members is \$1,200,000.00.

NAPLES LAND COMPANY, L.C.

By: Robert S. Barber
Robert S. Barber

The foregoing instrument was acknowledged before me this 10th day of February, 1995, by Robert S. Barber. He is personally known to me and did/did not take an oath.

Sandra L. Hironen
NOTARY PUBLIC
STATE OF FLORIDA

Sandra L. Hironen
Typed or Printed Name of Notary

CC 14 3048

My Commission Expires:

9/12/95

FILE NOW: Fee after May 1, will be \$263.75

FILED

96 FEB 12 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000157

NAPLES LAND COMPANY, L.C.
8211 COLLEGE PARKWAY
FORT MYERS FL 33919

1a. Principal Place of Business Address

8211 COLLEGE PARKWAY
FORT MYERS FL 33919

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

03/02/1995

3a. State of Formation

FL

4. FEI Number

☒ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

SR: Yes ☐ No ☐

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

DOYLE, DONNA J
8211 COLLEGE PARKWAY
FORT MYERS FL 33919

Name

Street Address (P.O. Box Number is Not Acceptable)

40000171974-1

Suite, Apt. #, etc.

-02/20/96--01117--021

***238.75 ***238.75

City

FL

Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BARBER, ROBERT S	16577 BEAR CLUB COURT S.W.	FORT MYERS FL
MGR	JASSY, JOHN D	895 TURTLE COURT	NAPLES FL
MEM	CAPALDI, TOM	2679 ROBERTS	TROY MI
MEM	COLOSIMO, JAMES R	4099 TAMiami TRAIL N., #30	NAPLES FL
MEM	BARBER, ROBERT S	16577 BEAR CUB COURT S.W.	FORT MYERS FL
MEM	JASSY, JOHN D	895 TURTLE COURT	NAPLES FL

dcc

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND PRINTED OR PRINTED NAME OF SIGNER'S MANAGING MEMBER OR MANAGER

Date

Daytime Phone #

2-26-96 941-275-6064