

FILED  
95 MAY 23 PM 12:00  
RECEIVED  
95 MAY 23 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

FOR

PALM BEACH ASSETS, L.C.  
a Florida Limited Liability Company

FILED  
95 MAY 23 PM 12:00  
TREASURER  
1995

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be PALM BEACH ASSETS, L.C.
2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. **The mailing address is and the Street address is** 3910 RCA Blvd., Suite 1011, Palm Beach Gardens, FL 33410.
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: John C. Bills, 3910 RCA Blvd., Suite 1011, Palm Beach Gardens, FL 33410
5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional Members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new Member, in the manner set forth in the Regulations of the Company.
6. **Right to Continue Business.** Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members.
7. **Management of Company.** The management of the Company is reserved to all the Members. The names and addresses of the Managerial Members are:

| <u>Names</u>  | <u>Addresses</u>                               |
|---|--|
| John C. Bills   | 3910 RCA Blvd.<br>Palm Beach Gardens, FL 33410 |
| Virginia K. Bills   | 3910 RCA Blvd.<br>Palm Beach Gardens, FL 33410 |
| William R. Jordan, III, as Trustee of<br>the Thomas D. and Bonnie T. McCloskey<br>Irrevocable Trust of 1994 | 730 E. Durant, Suite 200<br>Aspen, CO 81611    |
8. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the

company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

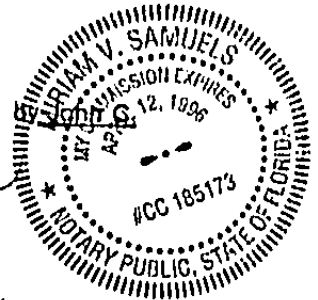
IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 19 day of May, 1995.

  
John C. Bills

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19 day of MAY, 1995, John C. Bills, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC  
SERIAL NO.:

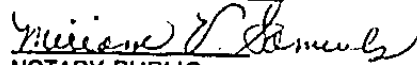


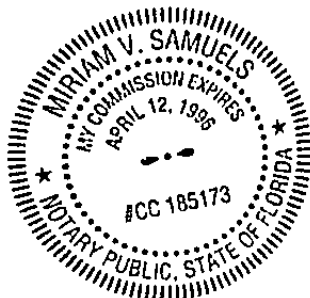
Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
John C. Bills

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19 day of May 1995, by John C. Bills, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC  
SERIAL NO.:



**AFFIDAVIT**

**STATE OF FLORIDA**  
**COUNTY OF Palm Beach**

Before the undersigned authority personally appeared John C. Bills, who on oath says:

1. That he is a member of Palm Beach Assots, L.C., a Florida limited liability company.
2. That L.C., a Florida limited liability company has at least two members.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is as follows:

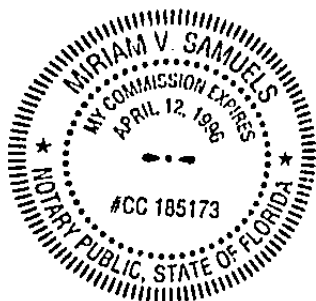
John C. Bills and Virginia K. Bills, as tenants by the entirety with right of survivorship - \$ 700,000.00  
William R. Jordan, III, as trustee of the Thomas D. and Bonnie T. McCloskey Irrevocable Trust of 1994 -  
\$700,000.00.

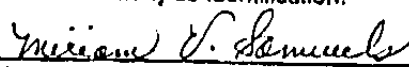
4. The additional amounts anticipated to be contributed by the members are \$ 1,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

  
John C. Bills

Sworn to and subscribed before me this 19 day of May, 1995 by John C. Bills who is personally known to me or who has produced [type of identification] as identification.



  
Signature of Notary

Miriam V. Samuels  
Print, type or Stamp  
Commissioned Name of Notary Public

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191

800-342-8086

**L95000000400**

**CSC networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 647573 11381A

AUTHORIZATION : *Patricia P. Smith*

COST LIMIT : ~~9~~ - *PREPARED* 52.50

ORDER DATE : July 25, 1995

ORDER TIME : 8:51 AM

ORDER NO. : 647573

200001548612

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq  
Gary Dytrych & Ryan  
Suite 402  
701 U.S. Highway 1  
North Palm Beach, FL 33408

DOMESTIC AMENDMENT FILING

NAME: PALM BEACH ASSETS, L.C.

ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*OK.  
per  
S.P.*

*7/31*

95 JUL 28 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

*Contribution  
Change*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 26, 1995

CSC NETWORKS  
DEBBIE  
TALLAHASSEE, FL

SUBJECT: PALM BEACH ASSETS, L.C.  
Ref. Number: L95000000400

We have received your document for PALM BEACH ASSETS, L.C. and check(s) totaling \$250.00. However, your check(s) and document are being returned for the following:

The filing fee of \$250 applies to a supplemental affidavit increasing contributions. The document you have submitted is decreasing the contributions from \$701,000 to \$1,200. The fee to file this document is \$52.50 pursuant to section 608.452(9) F.S. --- please return this document with a check in the amount of \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 995A00035557

CORRECTIVE AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF Palm Beach

FILED  
95 JUL 28 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Before the undersigned authorly personally appeared John C. Bills, who on oath says:

A. That he signed the Affidavit which was filed with the Articles of Organization for Palm Beach Assets, L.C. on May 23, 1995, under document number L95000000400.

B. That said Affidavit inadvertently showed the wrong amount of cash contributed by the members.

C. That the following is the correct information which should have been shown on the Affidavit:

1. That he is a member of Palm Beach Assets, L.C., a Florida limited liability company.

2. That L.C., a Florida limited liability company has at least two members.

3. The amount of cash and description and agreed value of the property other than cash contributed by the members is as follows:

John C. Bills and Virginia K. Bills, as tenants by the entirety with right of survivorship - \$100.00.  
William R. Jordan, III, as trustee of the Thomas D. and Bonnie P. McCloskey Irrevocable Trust of 1994 - \$100.00.

4. The additional amounts anticipated to be contributed by the members are \$1,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

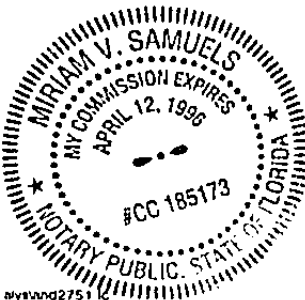
John C. Bills

Sworn to and subscribed before me this 19 day of July, 1995 by John C. Bills who is personally known to me or who has produced (type of identification) as identification.

Miriam V. Samuels  
Signature of Notary

MIRIAM V. SAMUELS

Print, Type or Stamp Commissioned Name of Notary  
Public



1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9071  
904-222-0303 FAX

800-342-8086



L 95000000 400

ACCOUNT NO. : 072100000032

REFERENCE : 673546 11381A

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 52.50

ORDER DATE : September 1, 1995

ORDER TIME : 3:29 PM

ORDER NO. : 673546

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq  
Gary Dytrych & Ryan  
Suite 402  
701 U.S. Highway 1  
North Palm Beach, FL 33408

700001577707

DOMESTIC AMENDMENT FILING

NAME: PALM BEACH ASSETS, L.C.

XXX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED  
SEP-5 PM 3:12  
TALLAHASSEE, FLORIDA

FILED  
95 SEP -5 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Correct  
affidavit

9/6/95



SECOND CORRECTIVE AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF Palm Beach

FILED  
95 SEP -5 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Before the undersigned authority personally appeared John C. Bills, who on oath says:

A. That he signed the Affidavit which was filed with the Articles of Organization for Palm Beach Assets, L.C. on May 23, 1995, under document number L95000000400, and the Corrective Affidavit which was filed on July 28, 1995.

B. That said Affidavit as modified by the Corrective Affidavit inadvertently showed the wrong name of one of the members.

C. That the following is the correct information which should have been shown on the Affidavit and Corrective Affidavit:


1. That he is a member of Palm Beach Assets, L.C., a Florida limited liability company.
2. That Palm Beach Assets, L.C., a Florida limited liability company has at least two members.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is as follows:

John C. Bills and Virginia K. Bills, as tenants by the entirety with right of survivorship - \$100.00.

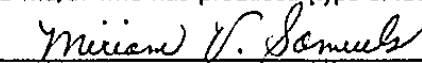
<sup>Jr.</sup>  
Thomas D. McCloskey and Bonnie P. McCloskey, as Trustees of The Thomas D. And Bonnie P. McCloskey Revocable Trust of 1994 - \$100.00.

4. The additional amounts anticipated to be contributed by the members are \$1,000.00.

FURTHER AFFEANT SAYETH NAUGHT.

  
\_\_\_\_\_  
John C. Bills

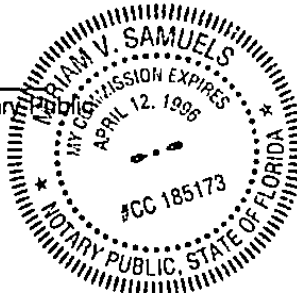
Sworn to and subscribed before me this 14 day of August, 1995 by John C. Bills who is personally known to me, or who has produced [type of identification] as identification.

  
\_\_\_\_\_  
Signature of Notary

Miriam V. Samuels 4/12/96 CC185173

Print, Type or Stamp Commissioned Name of Notary

Wystand2751 K



1201 BAYS STREET  
TALLAHASSEE, FL 32301  
901-222-9171  
901-222-0393 FAX

800-342-8006

**9500000400**  
**CSC networks**  
PROVIDING  
TELEPHONE & FINANCIAL SERVICES

RECEIVED  
95 SEP -1 PM 4:23  
DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032

REFERENCE : 673546 11381A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 52.50

ORDER DATE : September 1, 1995

ORDER TIME : 12:04 PM

ORDER NO. : 673546

CUSTOMER NO: 11381A

500001576505

CUSTOMER: Alya Nagler Daniels, Esq  
Gary Dytrych & Ryan  
Suite 402  
701 U.S. Highway 1  
North Palm Beach, FL 33408

DOMESTIC AMENDMENT FILING

NAME: PALM BEACH ASSETS, LTD. L. C.

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Kozar

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 SEP -5 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
9/6/95  
[Signature]



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 5, 1995

CSC  
KAREN ROZAR

SUBJECT: PALM BEACH ASSETS, L.C.  
Ref. Number: L95000000400

*Please give the  
5th 5  
file date*

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

THERE IS A SEPARATE FEE FOR THE CERTIFICATE OF ARTICLES OF AMENDMENT AND SECOND CORRECTIVE AFFIDAVIT. THE FEE IS \$52.50 EACH A TOTAL OF \$105.00 DUE.

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

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 895A00040971

RECEIVED  
SEP 15 20 1995  
DIVISION OF CORPORATIONS

CERTIFICATE OF  
ARTICLES OF AMENDMENT  
FOR  
PALM BEACH ASSETS, L.C.  
(By Consent of Members)

FILED  
95 SEP -5 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 608.423 of the Florida Statutes, Palm Beach Assets, L.C., adopts those Articles of Amendment to its Articles of Organization:

**FIRST:** The Articles of Organization of Palm Beach Assets, L.C., are amended by deleting Section 7. in its entirety and adding in its place and stead the following:

"7. Management of Company. The management of the Company is reserved to all the Members. The names and addresses of the Managerial Members are:

| <u>Names</u>  | <u>Addresses</u>                               |
|---|--|
| John C. Bills   | 3910 RCA Blvd.<br>Palm Beach Gardens, FL 33410 |
| Virginia K. Bills   | 3910 RCA Blvd.<br>Palm Beach Gardens, FL 33410 |
| Thomas D. McCloskey and Bonnie T. McCloskey,<br>as Trustees of The Thomas D. and Bonnie T. McCloskey<br>Revocable Trust of 1994 | 730 E. Durant, Suite 200<br>Aspen, CO 81611"   |

**SECOND:** The Affidavit which was filed with the Articles of Organization for Palm Beach Assets, L.C. on May 23, 1995, under document number L9500000400, and the Corrective Affidavit which was filed on July 28, 1995, are hereby replaced by the Second Corrective Affidavit attached hereto.


**THIRD:** The Articles of Organization of the Company were filed with the Florida Secretary of State's Office on May 23, 1995, under document no. L95000003400.

**FOURTH:** The foregoing amendments were adopted by the unanimous consent of the Members of the Company to correct the scrivener's error showing an incorrect managing member in the Articles of Organization and Affidavit, said amendments to be applied retroactively.

Signed effective as of the 19th day of May, 1995.

Palm Beach Assets, L.C., a Florida limited liability company

BY:   
John C. Bills, Managing Member

BY:   
Virginia K. Bills, Managing Member

BY: Thomas D. McCloskey and Bonnie P. McCloskey,  
as Trustees of The Thomas D. And Bonnie P.  
McCloskey Revocable Trust of 1994, Managing  
Member

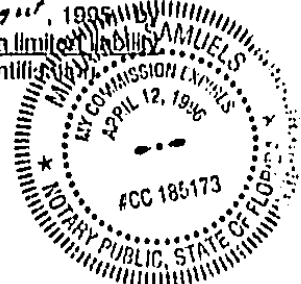
BY: T. D. McCloskey

BY: Bonnie P. McCloskey

STATE OF Florida  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of August, 1995, by John C. Bills and Virginia K. Bills, Managing Members of Palm Beach Assets, L.C., a Florida limited liability company, who are personally known to me or who have produced \_\_\_\_\_ as identification.

Miriam V. Samuels  
NOTARY PUBLIC  
SERIAL NO.: CC185173



STATE OF Colorado  
COUNTY OF Pitkin

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of August, 1995, by Thomas D. McCloskey and Bonnie P. McCloskey, as Trustees of The Thomas D. And Bonnie P. McCloskey Revocable Trust of 1994, Managing Member of Palm Beach Assets, L.C., a Florida limited liability company who are personally known to me or who has produced \_\_\_\_\_ as identification.

Denise G. Miller  
NOTARY PUBLIC  
SERIAL NO.: \_\_\_\_\_

my commission expires: 7/13/96

and2751.lc



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

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra H. Matham  
Secretary of State  
DIVISION OF CORPORATIONS

**FILING FEE**  
\$ 238.75

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

Mail Check Payable To: **FLORIDA DEPARTMENT OF STATE**

1. Name and Mailing Address  
of Limited Liability Company

**DOCUMENT #L95000000400**

PALM BEACH ASSETS, L.C.  
3910 RCA BLVD.  
SUITE 1011  
PALM BEACH GARDENS FL 33410

1a. Principal Place of Business Address

3910 RCA BLVD.  
SUITE 1011  
PALM BEACH GARDENS FL 33410

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

3a. State of Formation

05/23/1995

FL

4. FEI Number

65-0583429

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ Additional Fee Required

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

BILLS, JOHN C  
3910 RCA BLVD.  
SUITE 1011  
PALM BEACH GARDENS FL 33410

Name

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

Suite, Apt. #, etc.

City

600001813906  
-05/08/96--01031--016

\*\*\*\*238.75

FL

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

(If registered Agent Accepting Appointment) (If Not, Registered Agent signature required when reappointing)

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGRM BILLS, JOHN C

3910 RCA BLVD.

PALM BEACH GARDENS FL.

MGRM BILLS, VIRGINIA K

3910 RCA BLVD.

PALM BEACH GARDENS FL

MGRM THOMAS D. & BONNIE T.

730 E. DURANT, SUITE 200

ASPEN CO

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:

4/15/96

407/627-4000