

L9500000609



95 AUG -7 11:40
DIVISION

ACCOUNT NO. : 072100000032

REFERENCE : 654770 81823A

AUTHORIZATION :

COST LIMIT : \$ 200.00

Patricia Pizito
3300.50

95 AUG -7 11:40
FILED
RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

ORDER DATE : August 7, 1995

ORDER TIME : 10:02 AM

200001554022

ORDER NO. : 654770

CUSTOMER NO: 81823A

CUSTOMER: Stephen Navaretta, Esq
STEPHEN NAVARETTA, ESQ

Suite 203
1100 Sw St. Lucie West Blvd
Port St. Lucie, FL 34986

DOMESTIC FILING

NAME: OAKHILL GROUP, L.C.

*Ok to
file per
Karen B*

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXV CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

AUG 7 1995 BSB

1127
W95-15845

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 655793 81823A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 285.00

ORDER DATE : August 8, 1995

ORDER TIME : 11:56 AM

ORDER NO. : 655793

400001555154

CUSTOMER NO: 81823A

CUSTOMER: Stephen Navaretta, Esq
STEPHEN NAVARETTA, ESQ

Suite 203
1100 Sw St. Lucie West Blvd
Port St. Lucie, FL 34986

DOMESTIC FILING

NAME: OAKHILL GROUP, L.C.

☒ ARTICLES OF ORGANIZATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

August 7, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: OAKHILL GROUP, L.C.
Ref. Number: W95000015845

We have received your document for OAKHILL GROUP, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 495A00036886

ARTICLES OF ORGANIZATION

OF

OAKHILL GROUP, L.C.

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be OAKHILL GROUP, L.C. and its principal place of business shall be in the City of Port St. Lucie, County of St. Lucie, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

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RECORDS SECTION
TALLAHASSEE, FLORIDA

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 herein set forth 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 the 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 thereof, 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 herein 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

such capacity or under such arrangements develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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 be consistent with the laws of the State of Florida.

7. 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.

8. This limited liability company is intended to be taxed as a partnership for Federal Income Tax purposes.

Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III

CAPITAL CONTRIBUTIONS AND AFFIDAVIT

Capital contributions in the amount of Four Hundred Fifty Thousand Dollars (\$450,000.00) cash shall be paid to the limited liability company by the seven (7) members in the percentages specified as follows:

<u>Name</u>	<u>Total Capital Contribution</u>	<u>Percentage</u>
Nancy P & Robert A. Noble 9659 Fairwood Court Port St. Lucie, FL 34986	\$ 25,000.00	.056
Kenneth M. Noble 22 Fox Hollow Road Queensbury, NY 12804	\$ 25,000.00	.056
Gary A. Higley 42 Coolidge Avenue Glens Falls, NY 12801	\$ 25,000.00	.056
James G. Marshall 107 County Club Road Queensbury, NY 12804	\$250,000.00	.555
Don F. Maynard 23 Orchard Drive Queensbury, NY 12804	\$ 25,000.00	.056
Donald E. Schupp 234 Overbrook Road Valencia, PA	\$ 75,000.00	.166
Chase Manhattan Bank, N.A. Custodian for the Benefit of Francis H. Musselman P. O. Box 183 Oak Point Hammond, NY 13646	\$ 25,000.00	.055
TOTALS	\$450,000.00	100%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.


STEPHEN NAVARETTA, ESQ.

SWORN TO and SUBSCRIBED before me,
this 3 day of Aug, 1995.


Ingrid E. Devish
Notary Public, State of Florida
My Commission Expires Sept. 19, 1995
Comm. No. GC 144537

(NOTARY SEAL)

ARTICLE IV

PROFIT AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits as further set forth in the Members' Operating Agreement between the parties and generally described as in accordance with their respective percentage of the aggregate capital contributions described above.

2. 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.

ARTICLE V

LIMITED LIABILITY COMPANY 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 VI

DURATION

This limited liability company shall exist until July 31, 2025, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLES VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at: 9659 Fairwood Court, Port St. Lucie, Florida 34986.

ARTICLE VIII

MANAGEMENT

This limited liability company shall be managed by two of the members. The names and addresses of these persons, who shall serve as such until the first annual meeting of members or until successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Robert A. Noble, Jr.	9659 Fairwood Court Port St. Lucie, FL 34986
James G. Marshall	107 Country Club Road Queensbury, NY 12804

The management specified herein shall have the power acting either jointly or severally to borrow money and pledge company assets.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered offices of the limited liability company is: 1100 S.W. St. Lucie West Boulevard, Suite 203, Port St Lucie, State of Florida, and the name of its initial registered agent is: Stephen Navaretta, Esq..

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

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.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminated 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 such remaining members.

The undersigned, being the duly authorized representative of all the members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of OAKHILL GROUP, L.C.

Executed by the undersigned at Port St. Lucie, St. Lucie County, Florida, on the _____ day of _____, 1995.

ROBERT A. NOBLE & NANCY P. NOBLE

KENNETH M. NOBLE

GARY A. HIGLEY

JAMES. G. MARSHALL

DON F. MAYNARD

DONALD E. SCHUPP

CHASE MANHATTAN BANK
AS CUSTODIAN FOR
FRANCIS H. MUSSELMAN

By: _____

STEPHEN NAVARETTA
ATTORNEY AT LAW
Authorized Representative
Pursuant to §608.407
Florida Statutes

The undersigned is familiar with and accepts the obligation and office of registered agent of OAKHILL GROUP, L.C.

STEPHEN NAVARETTA, ESQ.

SWORN TO and SUBSCRIBED before me,
this 3 day of Aug, 1995.

INGRID E. DEBISH
Notary Public, State of Florida
My Comm. Expires Sept. 19, 1996
STATE OF FLORIDA NAT'L LARGE
My Commission Expires: _____

(NOTARY SEAL)

c:\word\corporat\artoak.doc


2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or
After August 21, 1996. If Dissolved, Minimum Amount
Due To Reinstatement: \$738.75

FILED

95 JUN -6 AM 7:53

TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra D. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$263.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000609

OAKHILL GROUP, L.C.
9659 FAIRWOOD COURT
PORT ST. LUCIE FL 34986

1a. Principal Place of Business Address
9659 FAIRWOOD COURT
PORT ST. LUCIE FL 34986

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

2. Principal Place of Business Some	2a. Mailing Address Some
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

3. Date Organized or Qualified 08/07/1995	3a. State of Formation FL
4. FET Number 65-06000-72	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report N/A	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$5.75 Additional Fee Required

7. Name and Address of Current Registered Agent
NAVARETTA, STEPHEN
1100 S.W. ST. LUCIE WEST BLVD., STE.
PORT ST. LUCIE FL

8. Name and Address of New Registered Agent
Name N/A
Street Address (P.O. Box Number is Not Acceptable)
300001859893
Suite, Apt. #, etc. -06/12/96--01065--009
***272.50 ***272.50
City FL Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.504, 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) (FET) (Registered Agent's signature required when record changed)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	NOBLE, ROBERT A JR.	9659 FAIRWOOD COURT	PORT ST. LUCIE FL
MGRM	MARSHALL, JAMES G	107 COUNTRY CLUB ROAD	QUEENSBURY NY
MEM	HIGLEY, GARY A	42 COOLIDGE AVE.	GLENS FALLS NY
MEM	MAYNARD, DON F	23 ORCHARD DR.	QUEENSBURY NY
MEM	SCHUPP, DONALD E	234 OVERBROOK RD.	VALENCIA PA
MEM	CHASE MANHATTAN BANK,	P.O. BOX 183, OAK POINT	HAMMOND NY

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:  ROBERT A. NOBLE JR. Date: June 4, 96 417-461-3336
SIGNATURE AND TYPE (PRINTED NAME) OF SIGNER'S MANAGING MEMBER OR MANAGER Daytime Phone #