

L95000000935

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PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

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OUR FILE NUMBER:

December 1, 1995

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000001653550
-12/05/95--01115--002
****337.50 ****337.50

Re: POMPANO WAREHOUSE, L.C.

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization for the above-referenced limited liability company along with a check in the amount of \$337.50 to cover fees as follows:

Filing Fee	\$250.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL:	<u>\$337.50</u>

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

RAYMOND & RAYMOND, P.A.

Kera J. Draetta
Kera J. Draetta
Corporate Paralegal

Enclosures

DEC 5 1995 BSB

FILED
95 DEC -4 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

POMPANO WAREHOUSE, L.C.

FILED

95 DEC -4 PM 5:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as organizer of POMPANO WAREHOUSE, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be POMPANO WAREHOUSE, L.C., (the "LLC").

ARTICLE II
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business in this State of the LLC shall be 1786 Sabal Palm Circle, Boca Raton, FL 33432. The name and address of the LLC's initial registered agent shall be Lawrence Hobbs, located at 1786 Sabal Palm Circle, Boca Raton, FL 33432.

ARTICLE V
MEMBERS AND CONTRIBUTIONS

(a) The following are the members of the LLC and their initial contribution:

Lawrence Hobbs
and Mary S. Hobbs

Real property located in Pompano Beach, FL. See attached legal description.

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII
MANAGEMENT

The LLC is to be managed by a Manager or Managers. The names and addresses of the initial Managers of the LLC who shall serve as Managers until successors are elected and qualified are:

Lawrence Hobbs
1786 Sabal Palm Circle
Boca Raton, FL 33432

Mary S. Hobbs
1786 Sabal Palm Circle
Boca Raton, FL 33432

The Managers may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement of the LLC.

ARTICLE IX
ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of

the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the ordinary course of business which shall cause the business of the LLC to be terminated or which shall require amendment to the Articles of Organization.

(c) The effective date of t. is limited liability company shall be upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 28 day of November, 1995.

By: Lawrence M Hobbs
Lawrence Hobbs

By: Mary S Hobbs
Mary S Hobbs

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of POMPANO WAREHOUSE, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$-0-.
3. If any, the agreed value of property other than cash contributed by member(s) is \$693,000.00. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$693,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with §608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Lawrence M. Hobbs
Lawrence Hobbs

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Mary S. Hobbs
Mary S. Hobbs

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Lawrence Hobbs and Mary S. Hobbs, to me known to be the persons described in and who executed the foregoing Articles of Organization of POMPANO WAREHOUSE, L.C., and they acknowledged before me that they subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 28 day of November, 1995.

James M. Gizzie
Notary Public
My Commission Expires:



ATTACHMENT TO ARTICLES OF ORGANIZATION FOR
POMPANO WAREHOUSE, L.C.

LEGAL DESCRIPTION

TURNBULL PLAT NO. 2 98-12 B PT OF PAR A DESC AS COMM AT
SE COR OF SE 1/4 OF NE 1/4 WLY ALG S/L OF NE 1/4 365 NLY 30 TO POB.

TAX ID# 18228-04-00300

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
95 DEC -4 PM 5:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That POMPANO WAREHOUSE, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 1786 Sabal Palm Circle, Boca Raton, FL 33432, has named Lawrence Hobbs located at 1786 Sabal Palm Circle, Boca Raton, Florida, 33432 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Lawrence Hobbs

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

APPROVED
AND
FILED

MAY 1 1996 10:53

STATE
OF FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name of Mailing Address of Limited Liability Company **DOCUMENT # L95000000935**

POMPANO WAREHOUSE, L C.
1786 SABAL PALM CIR
BOCA RATON FL 33432

1a. Principal Place of Business Address

1786 SABAL PALM CIR
BOCA RATON FL 33432

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

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

3. Date Organized or Qualification 12/04/1995	3a. State of Formation FL
4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent

HOBBS, LAWREN E
1786 SABAL PALM CIR
BOCA RATON FL 33432

8. Name and Address of New Registered Agent

Name

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

Suite, Apt. #, etc.

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. Thereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepts Appointment) (NON-Registered Agent signature required when applicable)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	HOBBS, LAWRENCE	1786 SABAL PALM CIR	BOCA RATON FL
MGR	HOBBS, MARY S	1786 SABAL PALM CIR	BOCA RATON FL

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-05/08/96--01051--022
***238.75 ***238.75

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: Mary S Hobbs Mary S Hobbs 7/30/96 407 997 0999

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #