

PRIMER MACRES INCOMPTION : 07210000032

96 AUG - 6 PM 2: 00 SEGMENARY FOR THE TALLARM F. FLORIDA

REFERENCE: 044032 4312129

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 6, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 044032

CUSTOMER NO: 4312129

CUSTOMER: Ms. Hazel Gianatiempo DICKENSON, MURDOCK, REX, &

SLOAN ESQ.

980 North Federal Highway

Suite 410

Boca Raton, FL 33432

6000004976096 -08/08/09/0073--005 \*\*\*\*837.50/ \*\*\*\*\*81.00

600001915096 -08/08/96--01023--005 \*\*\*\*337.50 \*\*\*\*\*337.50

# DOMESTIC FILING

NAME:

WESTMINSTER CAPITAL COMPANY,

L.C.

#### EFFECTIVE DATE:

XX LIMITED LIABILITY COMPANY
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:





# **ARTICLES OF ORGANIZATION**

OF

FILED

96 AUG -0 PE 2 00

SECTION OF PROPERTY OF THE PROPERTY

# WESTMINSTER CAPITAL COMPANY, L.C.

THE UNDERSIGNED, two or more persons hereby form a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

#### ARTICLE I

### NAME

The name of this limited liability company is:

# WESTMINSTER CAPITAL COMPANY, L.C.

## ARTICLE II

# PERIOD OF DURATION

The period of duration of this limited liability company shall be thirty (30) years from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute.

#### ARTICLE III

# **ADDRESS**

The mailing address and street address of the principal office of the company shall be 980 NORTH FEDERAL HIGHWAY, SUITE 400, BOCA RATON, FLORIDA 33432.

#### ARTICLE IV

#### REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is ROBERT COMPARATO, 980 NORTH FEDERAL HIGHWAY, SUITE 400, BOCA RATON, FLORIDA 33432.

#### ARTICLE V

## **CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

#### ARTICLE VI

# ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the consent of a majority of the members.

## **ARTICLE VII**

# ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the written consent of a majority of the members of the company and on such terms and conditions as shall be determined by a majority of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless a majority of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the written consent of a majority of the members.

#### **ARTICLE VIII**

#### TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of a majority of the remaining members, provided there are at least two remaining members.

#### **ARTICLE IX**

# **MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

ROBERT COMPARATO

980 NORTH FEDERAL HIGHWAY SUITE 400 BOCA RATON, FLORIDA 33432 ANTHONY COMPARATO 980 NORTH FEDERAL HIGHWAY

**SUITE 400** 

BOCA RATON, FLORIDA 33432

GREG E. SCHECHER 980 NORTH FEDERAL HIGHWAY

SUITE 400

BOCA RATON, FLORIDA 33432

MICHAEL COMPARATO 980 NORTH FEDERAL HIGHWAY

SUITE 400

BOCA RATON, FLORIDA 33432

JEFFREY COMPARATO 980 NORTH FEDERAL HIGHWAY

**SUITE 400** 

BOCA RATON, FLORIDA 33432

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at <u>force</u> <u>fator</u>, Florida, on this <u>3/5</u> day

of JULY, 1996.

ROBERT COMPARATO

ANTHONY COMPARATO

GREG E. SCHECHER

MICHAEL COMPARATO

JEFERE COMPARATO

Sworn to (or affirmed) ar	ad subscribed before me this 3/5/ day of JULY, 1996,
by ROBERT COMPARATO. He	is personally known to me, or produced as identification.
	Servely of Samueller
	Notary Public, State of Florida
	BEVERLY A. SAMUELSON [Seal] Notary Public, State of Florida My Comm. Expires Dec.28,1897
	Printed Name (Notice State Sta
STATE OF FLORIDA COUNTY OF PALM BEACH	
Sworn to (or affirmed) ar by ANTHONY COMPARATO. H	nd subscribed before me this 3/4 day of JULY, 1996, le is personally known to me, or produced as identification.
	Beverly a Sancerlan
	Notary Buttle, State of Florida
	Notary Public, State of Florida [Seal] My Comm. Expires Dec. 20, 1907
	No. CC 338122  Resid De Official Matery Service  Printed Name of Notary/Serial No., if any
	My Commission Expires: 12/20/97
STATE OF FLORIDA COUNTY OF PALM BEACH	
Sworn to (or affirmed) ar	nd subscribed before me this 3/07 day of JULY, 1996,
by GREG E. SCHECHER. He	is personally known to me, or produced as identification.
,,,,,	R I O I
	Notary Detail Dicta and Develor
	Noted by Famous Glanes Salvetti (Sal) N Noted Public State of Forica
	My Comm. Expires Dec. 25, 1997 [Seal] No. CC 338122 Sentes The Official Matary Bernice
	Printed Name of Notary/Serial No., if any

by MICHAEL COMPARATO. He	is personally known to me, or produced
	as identification.
	Severely O Samuelon
Ñ	otary Public, State of Elerida MURLSON
ts	Notary Public, State of Florida eat] My Cornm. Expires Dec 28,1997
Ī	Intel Name of Notary/Serial No., if any
P1	ly Commission Expires: 1:2/26/97
STATE OF FLORIDA COUNTY OF PALM BEACH	
Sworn to (or affirmed) and suby JEFFREY COMPARATO. He	ibscribed before me this 3/o/ day of JULY, 1996, is personally known to me, or produced as identification.
	Beverly O Somuelon
Ñ	otary Public State of Florida son
ıs	Notary Public, State of Florida eat] My Coren. Expires Doc 26,1997
·	Bonded Der Mittelet Meteory Brand or
Pr N	inted Name of Notary/Serial No., # any ly Commission Expires: 12/26/97

# ACCEPTANCE OF REGISTERED AGENT

96 AUG -6 11/200 The undersigned, being the person named in the articles of organization of WESTMINSTER CAPITAL COMPANY, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designed in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

DATED: 8-/-96

#### **EXHIBIT "A"**

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

(I

The undersigned member or authorized representative of a member of WESTMINSTER CAPITAL COMPANY, 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 \$25,000.00
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 . A description of the property is attached and made a part hereto.
- 4. The total amount of cash or property anticipated to be contributed by members(s) is \$25,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: [22] 1996

ROBERT COMPARATO

ANTHONY COMPARATO

GREG F. SCHECHER

MICHAEL COMPARATO

JEFFBEY 20 MEARATO

Sworn to (or affirmed) and subscribed before me this 3/o/ day of JULY, 1996, by ROBERT COMPARATO. He // is personally known to me, or produced as identification.		
(SEPMBR LY A. SAMUBLSON Noticy Public, Basic of Florida My Corren, Expires Duc.28, 1997 No. OC 338122 Bestel the Otterial Retary Persine	Notary Public State of Florida  Bille 14 Samuelson  Print, Type, dr Stamp  Commissioned Name of Notary Public	
STATE OF FLORIDA COUNTY OF PALM BEACH		
Sworn to (or affirmed) and subscribed before me this		
(SEAB) ERLY A. SAMUELSON Notary Public, State of Florida My Comm. Expiren Dec. 26, 1997 No. CC 336122 Bended The Official Relary Perspice	Notary Public State of Florida  Barely A Samuelson  Print, Type, or Stamp  Commissioned Name of Notary Public	
STATE OF FLORIDA COUNTY OF PALM BEACH		
Sworn to (or affirmed) and by GREG E. SCHECHER. He _	subscribed before me this 3/of day of JULY, 1996, is personally known to me, or produced as identification.	
(SEAL) ERLY A. SAMUELSON Notary Public, State of Florida My Corren. Expires Dec.26,1997 No. CC 338122 Bendes They Official History Secretor	Notary Public State of Florida  Bevery A Samue LSON  Print, Type, or Stamp  Commissioned Name of Notary Public	

Sworn to (or affirmed) and by MICHAEL COMPARATO. He	subscribed before me this 3/2/ day of JULY, 1996, ls personally known to me, or produced as identification.
(SEARLY A. SAMURLSON (SEARCHUR Public, State of Florkin My Cornen, Explices Doc.20,1097 No. CC 338122 Bonded thru Chiterial Motory Bernice	Notary Public State of Florida
STATE OF FLORIDA COUNTY OF PALM BEACH	Print, Type, or Stamp Commissioned Name of Notary Public
Sworn to (or affirmed) and by JEFFREY COMPARATO. He	is personally known to me, or produced as identification.
	Notary Public State of Florida
(SEAL) BEVERLY A. SAMUELSON Notary Public, State of Florida My Commt. Expires Dec.28,1997 No. CC 338122 Bended There State of Relate therefore	Print, Type, or Stamp Commissioned Name of Notary Public