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Ernest C. McCarthy  
Requestor's Name

c/o Claudia B. Bixler

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Heritage Capital Associates, L.C.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AUG 29 1996 BSB

FILED  
96 AUG 26 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
HERITAGE CAPITAL ASSOCIATES, L.C.**

**FILED**  
96 AUG 26 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Drew Hollenbeck, being at least eighteen (18) years of age, hereby form a limited liability company under and by virtue of the general laws of the State of Florida.

**FIRST:** The name of the limited liability company (the "LC") is:

Heritage Capital Associates, L.C.

**SECOND:** The existence of the LC shall be perpetual.

**THIRD:** The purposes for which the LC is formed are as follows:

(a) To provide financial services;

(b) To acquire, purchase, own, hold, mortgage, operate, manage, lease, sell, exchange, transfer or in any manner dispose of property of every type; and

(c) To undertake or to do any other activity and to operate any other business permitted by law whether now in effect or hereafter enacted.

The LC shall have all those powers enumerated in Section 608.404 of the Florida Limited Liability Company Act, Florida Statutes Annotated, as amended.

The foregoing enumeration of purposes of the LC is made in furtherance, and not in limitation, of the powers conferred upon the LC by law and is not intended, by mention of any particular purpose, object or business, to limit or restrict in any manner the powers of the LC granted by the laws of the State of Florida or any other jurisdiction.

**FOURTH:** The post office address of the place of business of the LC in this State is 969 South Federal Highway, Suite 200, Stuart, FL 34994.

**FIFTH:** The resident agent of the LC is Drew Hollenbeck, whose business address is 969 South Federal Highway, Suite 200, Stuart, FL 34994. Said resident agent is a resident of Florida.

**SIXTH:** The members shall have the right to admit additional members upon the terms and conditions set forth in the LC's Operating Agreement as amended from time to time.

**SEVENTH:** The members shall have the right to continue the business of the LC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the LC. The terms and conditions of continuing the business in any such event shall be governed by the Operating Agreement as amended from time to time.

EIGHTH: The LC is to be managed by a Board of Managers elected by the members pursuant to the provisions of the Operating Agreement. The Initial Board of Managers shall consist of 2 (two) managers whose names and addresses are set forth below:

Drew Hollenbeck  
969 South Federal Highway  
Suite 200  
Stuart, FL 34994.

Roger Stubbs  
969 South Federal Highway  
Suite 200  
Stuart, FL 34994.

The initial managers shall serve until the first annual meeting of members or until their successors are elected and qualify.

NINTH: The following provisions hereby are adopted for the purposes of defining and regulating certain powers of the LC, its Members and agents, and are intended to supplement and in no way limit or restrict any other powers and rights conferred upon the LC, its Members and agents by law or pursuant to the Operating Agreement of the LC.

(a) To the full extent permitted by law, the LC shall indemnify and hold harmless the Members for actions taken by them, or any of them, on behalf of the LC, subject to any relevant provisions of the operating Agreement of the LC as same may from time to time exist.

(b) No contract or other transaction between the LC and any person, corporation or other entity, and no act of this LC, shall in any way be affected or invalidated by the fact that any Member of the LC has a pecuniary or other interest in, or is a director or officer of, such corporation or other entity. Any Member may be a party to, or may have a pecuniary or other interest in, any contract or transaction of this LC, provided that the Member's interest was disclosed to the Members approving the transaction. Any Member of this LC who is also a director or officer of such corporation or other entity, or who otherwise has an interest in the transaction, may be counted in determining the existence of a quorum at any meeting of the Members and may vote on the transaction, provided the LC and the Members comply with requirements of Section 607.0832 of the Florida Statutes, as amended.

(c) The LC reserves the right to make, from time to time, any amendments to its Articles of Organization which may now or hereafter be permitted by law. Except where prohibited by law, or as otherwise provided in the Operating Agreement of the LC, any act of the LC, including any amendment of the Articles of Organization, shall be valid if approved by Members holding a majority of the interests in profits of the LC.

(d) The authority of Members to act on behalf of the LC may be limited from time to time as provided in the Operating Agreement of the LC.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge the same to be my act on the 20th day of June, 1996.

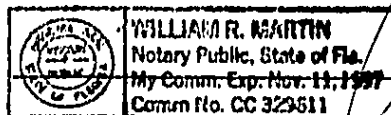
*[Signature]*  
Drew Hollenbeck, Member

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MARTIN )

I, the undersigned, a Notary Public in and for the aforesaid State and County, hereby certify that on the 20 day of June, 1996, Drew Hollenbeck personally appeared before me and, being first duly sworn according to law, depose and acknowledged that (s)he executed the foregoing as his(her) free and voluntary act for the purposes therein set forth.

*[Signature]*  
Notary Public

My Commission Expires:



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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

In accordance with Section 608.408(3) for the Florida Statutes Annotated, the undersigned member or authorized representative of a member of **Heritage Capital Associates, L.C.** deposes and says:

1. the above name limited liability company has at least two (2) members
2. the total amount of cash contributed by the member(s) is \$1,000.00
3. if any, the agreed value of the 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 amount of cash or property anticipated to be contributed by member(s) is \$1,000,000.00
5. the total amount of 2, 3 and 4 is \$1,001,000.00

  
\_\_\_\_\_  
Drew Hollenbeck

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **HERITAGE CAPITAL ASSOCIATES, L.C.**
2. The name and address of the registered agent and office is :

**Drew Hollenbeck  
969 South Federal Highway  
Suite 200  
Stuart, Florida 34994**

**FILED**  
96 AUG 26 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.*

  
\_\_\_\_\_  
Drew Hollenbeck

8/20/96  
\_\_\_\_\_  
Date