

L96000001054

ERIC MENDELSON, P.A.

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ATTORNEY AT LAW

September 10, 1996

000001945020
-09/11/96--01009--004
*****250.00 *****250.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000001945020
-09/11/96--01009--005
*****35.00 *****35.00

RE: JAL Enterprises, L.L.C. Articles of Organization

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization and a check for \$250.00 for the filing fee and a check for \$35.00 for the Registered Agent Fee. Please return a certified copy of the Articles to this office. Thank you.

Very truly yours,



Eric Mendelsohn

EM:11b

Enclosures

1127

SEP 13 1996 BSB

W96-19334

SEP 13 1996
TALLAHASSEE, FLORIDA

96 OCT -9 AM 8:22

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 13, 1996

**ERIC MENDELSON, P.A.
631 U.S. HWY. ONE
SUITE 308 THE ATRIUM
NORTH PALM BEACH, FL 33408**

**SUBJECT: JAL ENTERPRISES, L.L.C.
Ref. Number: W96000019334**

We have received your document for JAL ENTERPRISES, L.L.C. and check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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: 896A00042650

**ARTICLES OF ORGANIZATION OF
JAL ENTERPRISES, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Limited Liability Company shall be/is JAL ENTERPRISES, L.L.C.

ARTICLE II

DURATION

This Limited Liability Company shall exist indefinitely.

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of transacting the business of decorating and design and in such other [related] business as may be agreed on by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 6206 Linton Street, Palm Beach Gardens, Florida 33418 and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Laura Croke.

ARTICLE V

MANAGEMENT OF BUSINESS

[Except as otherwise provided in these articles of organization], all members shall have equal rights in the management or conduct of the Limited Liability Company, [pursuant to specific rules regarding rights and duties of members enumerated in the regulations of this Limited Liability Company which are incorporated by reference]. Decisions shall be by [insert figure, such as "majority vote" or two-thirds vote"],

each member having [insert members' voting rights, such as "one vote" or "a vote proportionate to his interest in the company"].

ARTICLE VI

REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company/the members of this company if decided by [insert figure, such as two-thirds] majority vote [or] [the managers of the company appointed by the members pursuant to these articles of organization].

ARTICLE VII

PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE VIII

MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice/within 30 days after the close of the company's fiscal year at [times and] places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations/by any member/by a majority in interest of all members/at any time after the giving of 15 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member/by [certified] mail to each member. Attendance at the meeting constitutes a waiver of notice/a waiver of notice unless the member protests the lack of notice to him/her.

Minutes shall be kept of all regular and special meetings.

ARTICLE IX

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be

transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE X

PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his [pro rata] interest in the company. Losses shall be passed through to each member [in the same proportion] according to his [pro rata] interest in the company.

ARTICLE XI

ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time [with the unanimous written consent of the members] on such terms and conditions as are set forth by a simple majority of the members.

ARTICLE XII

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

ARTICLE XII(A)

WITHDRAWAL OR RETIREMENT OF MEMBER(S)

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by registered or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

ARTICLE XII(B)

EXPULSION OF MEMBER(S)

a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

(2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

(3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles;

(5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or

(6) Any unlawful act causing damage to the Limited Liability Company.

b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

ARTICLE XIII

DISSOLUTION, WINDING UP, LIQUIDATION

a) Causes of Dissolution. This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members by a majority give their written consent to the continuance of the company:

1) Termination of the term of existence specified

herein, provided it is less than thirty (30) years.

- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) **Right to Continue Business.** The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) **Payment if Limited Liability Company is Continued.** If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his/her capital account, (b) his/her income account, and (c) any other amounts owed to his/her by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him/her to the company. If any member withdraws from the company, that member shall be entitled to his/her initial capital contribution; to his/her subsequent capital contributions for the number of months the member contributed; and to simple interest of 8% on the foregoing amounts.

e) **Winding Up and Liquidation.** On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in respect to profits.

ARTICLE XIV

NOTICE OF MEMBERS

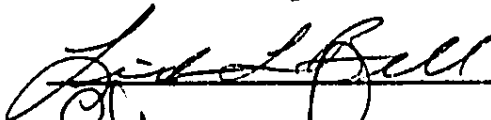
All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.


ARTICLE XV

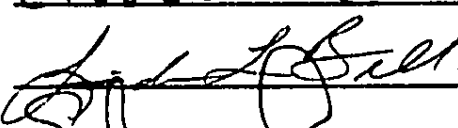
AMENDMENTS


These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent/a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. [If majority vote is designated, add: All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.]

IN WITNESS WHEREOF, the parties hereto have executed these articles of organization on August 30, 1996.











Name LAURA CROKE



Name JOHN CROKE

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day appeared Laura E. Croke and John E. Croke, first duly sworn, depose and says:

1. The Limited Liability Company has two members consisting of Laura Croke and John Croke.

2. The initial capital of this Limited Liability Company shall consist of the sum of Ten Thousand Dollars (\$ 10,000.00) which will be contributed by the members in the following amounts:

- | | |
|-----------------------|-------------|
| 1) <u>John Croke</u> | <u>50</u> % |
| 2) <u>Laura Croke</u> | <u>50</u> |
| 3) _____ | _____ |

No member shall be entitled to receive interest on his contribution to capital.

3. The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A". Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

4. 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 name and address of the members of the company are

NAME

ADDRESS

Laura Croke

6206 Linton Street

Palm Beach Gardens, FL 33418

John Croke

6206 Linton Street

Palm Beach Gardens, FL 33418

5. This Affidavit is made and given by Affiant with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

E. Mendelsohn
Witness #1: E. Mendelsohn

Linda L. Bell
Witness #2: LINDA L. BELL

X Laura E. Croke

X John B. Croke

October The foregoing instrument was acknowledged before me this 3rd day of September, 1998, by Laura E. Croke & John B. Croke who has produced as identification, or is personally known to me, and did take an oath.

E. Mendelsohn
Notary Public
E. MENDELSON
Printed Notary Signature

My commission expires:



E. MENDELSON
COMMISSION # CC 483808
EXPIRES JUL 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

96 OCT -9 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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, organized under the laws of the State of Florida, 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: JAL ENTERPRISES, L.L.C.
2. The name and address of the registered agent and office is:

Laura Croke
6206 Linton Street
Palm Beach Gardens, FL 33418

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.

By:

Laura E Croke

8/30/96

(Date)