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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. SOUTHEAST HOLDINGS, L.C. (Corporation Name) (Document #)
2. (Corporation Name) (Document #) 00002032403--1
-12/18/96--01046--006
3. (Corporation Name) (Document #) ***285.00 ***285.00
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" 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

**ARTICLES OF ORGANIZATION
OF
SOUTHEAST HOLDINGS, L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Members") acting as the organizers of Southeast Holdings, L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE 1
NAME**

The name of the limited liability company is Southeast Holdings, L.C. (the "Company").

**ARTICLE 2
PURPOSE AND POWERS**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE 3
INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS
AND PRINCIPAL PLACE OF BUSINESS**

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Reed Boardman. The street address of the Company's initial registered office is 1017 E. South Street, Orlando, Florida 32801.

B. Principal Place of Business. The street address of the Company's principal place of business is 1017 E. South Street, Orlando, Florida 32801.

C. Mailing Address. The mailing address of the Company is Post Office Box 925, Orlando, Florida 32802.

**ARTICLE 4
CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION
AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the Members to the Company is as follows:

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96 DEC 16 PM 3:26

	Amount
1. Reed Boardman	\$ 5,000.00
2. Caribbean Overseas Enterprises, Ltd.	<u>\$ 5,000.00</u>
Total Initial Contributions	\$10,000.00

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the Members in proportion to the initial contributions made by the Members as detailed in Article 4(A) above.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Reed Boardman shall have 50% of the Company's voting power and, Caribbean Overseas Enterprises, Ltd. shall have 50% of the Company's voting power.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company. However, such additional capital contributions shall not alter the Members' shares of profits and losses or Member voting power without the written consent of all other existing Members of the Company.

ARTICLE 5 ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company. Unless otherwise provided in the Company's Regulations, a Member's interest in the Company is not assignable in whole or in part, without the unanimous written consent of all then existing Members of the Company.

ARTICLE 6 MANAGEMENT OF THE COMPANY

The business of the Company shall be managed by a Manager elected by the Members holding fifty-one percent (51%) of the then outstanding contributed and not returned capital of the Company. The Manager may be, but is not required to be, a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company. The name and business address of the initial Manager of the Company until his successor is elected and qualified, is:

Reed Boardman
1017 E. South Street
Orlando, FL 32801

ARTICLE 7 PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.409, Fla. Stat., and shall be thirty (30) years, unless dissolved sooner in accordance with the terms of the Regulations of the Company. Upon the death, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

ARTICLE 8 NON-LIABILITY AND INDEMNIFICATION

A. **Non-Liability.** A Manager of this Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as Manager, except for liability (i) for a breach of the Manager's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the Manager derived an improper personal benefit, or (iv) under §608.4363(7), Fla. Stat., (or any similar provision of any subsequent law enacted in Florida).

B. **Indemnification.** Each individual or entity who is or was a Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

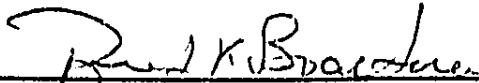
**ARTICLE 9
AMENDMENTS**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

**ARTICLE 10
ADOPTION OF REGULATIONS**


The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of this 10th day of December, 1996.



REED BOARDMAN

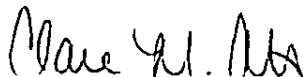
CARIBBEAN OVERSEAS ENTERPRISES, LTD.

By: 

Print Name: Robert D. Kephart
Its: General Manager

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of December, 1996, by Reed Boardman, who is personally known to me or who has produced FLDL# B635-731-50-265.0 as identification.



Name: _____
Notary Public



CLARE MALT
My Commission CCS00971
Expires Oct. 31, 1999

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF ORANGE**

The undersigned, being duly sworn hereby states and deposes as follows:

1. That he is a Member of Southeast Holdings, L.C. (the "Company") and is familiar with the facts herein.
2. That there are at least two Members of the Company.
3. That it is anticipated that the Members will contribute the following amounts of capital in cash to the Company:

Reed Boardman	\$ 5,000.00
Caribbean Overseas Enterprises, Ltd.	\$ 5,000.00

Further Affiant sayeth naught.

Reed Boardman
Reed Boardman

The foregoing instrument was acknowledged before me this 10th day of December, 1996, by Reed Boardman, who is personally known to me or who has produced FDL B635-731-50-265-0 as identification.

Clare M. Alt
Name: _____
Notary Public
My Commission expires:



CLARE M ALT
My Commission CC50871
Expires Oct. 31, 1999

✓
STATE OF FLORIDA
COUNTY OF PIKE

The foregoing instrument was acknowledged before me this 11th day of DECEMBER, 1996, by ROBERT D. KENNEDY as CEO of Caribbean Overseas Enterprises, Ltd., a BVI corporation, on behalf of the corporation. He is personally known to me or has produced identification.

✓
Carol
Name: CAROL OLMSTEAD
Notary Public By Comm Exp. 7/1/97
No. CC299415
☒ (Personally Known) ☐ (Not Personally Known)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, Reed Boardman, hereby accept my designation as registered agent of the Company and acknowledge that I am familiar with and accept the obligations of such position.

Reed Boardman
Reed Boardman

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