



THE UNITED STATES  
CORPORATION  
COMPANY

L97000000032

ACCOUNT NO. : 072100000032

REFERENCE : 212660 9955A

AUTHORIZATION :

COST LIMIT : \$ 346.25

ORDER DATE : January 7, 1997

ORDER TIME : 10:15 AM

ORDER NO. : 212660-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Margaret M. Pio  
CHIUMENTO GUNTARP EMERY &  
ROTENBERG, P.A.  
Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: BAY INVESTMENTS OF PALM COAST  
L.C.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN -7 PM 2:26

FILED

DIVISION OF CORPORATION

97 JAN -7 PM 11:23

RECEIVED

1-7-97  
KR

ARTICLES OF ORGANIZATION  
FOR  
BAY INVESTMENTS OF PALM COAST L.C.  
a Florida Limited Liability Company

97 JAN -7 PM 2:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I - NAME**

The name of this company shall be BAY INVESTMENTS OF PALM COAST, L.C.

**ARTICLE II - DURATION/CONTINUATION**

The period of this company's duration shall continue for a period of twenty-five years from the date hereof or until terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued with the consent of all the remaining members.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The mailing address is 5 Driftwood Lane, Lynnfield, Massachusetts 01940. The street address is 5 Driftwood Lane, Lynnfield, Massachusetts 01940.

**ARTICLE IV - REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: MICHAEL D. CHIUMENTO, ESQUIRE, 4 Old Kings Road North, Palm Coast, Florida 32137.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

**ARTICLE VI - MANAGEMENT**

The business of the Company shall be managed by the members and the names and addresses of the managing members are:

<u>Name</u>	<u>Address</u>
Valerie Kaan	5 Driftwood Lane Lynnfield, MA 01940
Gloria A. Kaan	5 Driftwood Lane Lynnfield, MA 01940

**ARTICLE VII - AMENDMENT**

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

**ARTICLE VIII - REGULATIONS OF COMPANY**

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.


**ARTICLE IX - INFORMAL ACTION OF MEMBERS**

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

**ARTICLE X - TRANSFER OF MEMBER'S INTEREST**

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 6<sup>th</sup> day of Jan., 1997.

  
MICHAEL D. CHIUMENTO  
Authorized Representative  
of a Member

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL D. CHIUMENTO, who is personally known to me or who produced a driver's license as identification, and who is described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 6<sup>th</sup> day of Jan. 19 97.

  
Notary Public, State of \_\_\_\_\_



MARGARET M. PIO  
MY COMMISSION # CC322539 EXPIRES  
October 10, 1997  
BONDED THRU TROY FARM INSURANCE, INC.


**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF PALM COAST

Before me, the undersigned authority personally appeared MICHAEL D. CHIUMENTO, who on oath deposes and says:

1. That he is an authorized representative of a Member of BAY INVESTMENTS OF PALM COAST, a Florida Limited Liability Company.
2. That BAY INVESTMENTS OF PALM COAST, L.C. has at least two Members.
3. The actual amount of cash contributed by the Members as of formation is \$110,000.00.
4. If any, the agreed value of property other than cash actually contributed by the Members as of formation is not applicable  
(A description of property is attached).
5. The amount of cash or property anticipated to be contributed by the Members is \$1,000,000.00.
6. The total amount of 3, 4 and 5 above is \$1,110,000.00.

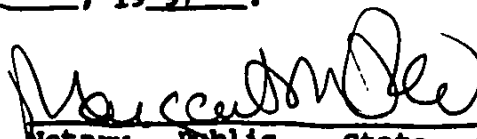
Further affiant sayeth naught.

  
MICHAEL D. CHIUMENTO  
An Authorized Representative  
of a Member

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL D. CHIUMENTO, who is personally known to me or who produced a driver's license as identification, and who executed the foregoing Affidavit and who did take an oath.

WITNESS my hand and official seal in the County and State named above this 6th day of June, 19 97.

  
Notary Public, State of \_\_\_\_\_  
My commission expires: \_\_\_\_\_



MARGARET M. PIO  
MY COMMISSION # CC322539 EXPIRES  
October 10, 1997  
BONDED THRU TROY FAIN INSURANCE, INC.

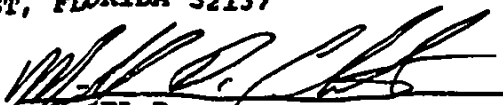
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT\REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, 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: BAY INVESTMENTS OF PALM COAST, L.C.,

2. The name and address of the registered agent and office is

MICHAEL D. CHIUMENTO, ESQUIRE  
4 OLD KINGS ROAD NORTH  
SUITE B  
PALM COAST, FLORIDA 32137

  
MICHAEL D. CHIUMENTO  
Authorized Representative  
of a Member

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.

  
MICHAEL D. CHIUMENTO, ESQUIRE  
REGISTERED AGENT:

DATE: 1/6/97

**FILED**  
97 JAN -7 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA