

H97000000127

TERESA 07 FLORIDA DIVISION OF CORPORATIONS
5:46 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000001658 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: LONG TERM, L.C. AUDIT NUMBER.....H97000001658 DOC TYPE.....LIMITED
LIABILITY COMPANY CERT. OF STATUS..0 PAGES..... 6 CERT.
COPIES.....0 DEL.METHOD... FAX EST.CHARGE.. \$285.00 NOTE: PLEASE
PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE
TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

97 JAN 31 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 JAN 31 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jan 2
11/21/97

HP700000/65P

**ARTICLES OF ORGANIZATION
OF
LONG TERM, L.C.
a Florida Limited Liability Company**

FILED
97 JAN 31 PM 3: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be LONG TERM, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 2275 North Swinton Avenue, Delray Beach, Florida 33444.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than January 24, 2047, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - 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 of these articles of organization. The names and addresses of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
Lulu's Place, Inc. (a Florida corporation)	108 NW 16th Street Delray Beach, FL 33444
Richard McGloin	2275 North Swinton Avenue Delray Beach, Florida 33444
Intercoastal Investments, Ltd. (a Florida limited partnership)	2275 North Swinton Avenue Delray Beach, Florida 33444

This instrument prepared by: James N. Keyer, Attorney at Law
72 S.E. 6th Avenue, Delray Beach, Florida 33483
Telephone #: (561) 278-9846 • Florida Bar #: 0936022

HP700000/65P

H9700000/658

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all 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 all 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 unanimous written consent.

ARTICLE VI - 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 all the remaining members, provided there are least two (2) remaining members.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the company in the State of Florida is Richard McGloin, 2275 North Swinton Avenue, Delray Beach, Florida 33444.

ARTICLE VIII - 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 IX - ADDITIONAL CAPITAL CONTRIBUTIONS

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

This instrument prepared by: James N. Keyer, Attorney at Law
72 S.E. 6th Avenue, Delray Beach, Florida 33483
Telephone #: (561) 278-9846 * Florida Bar #: 0936022

H9700000/658

H9700000/658

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Delray Beach, Florida, on this 24th day of January, 1997.

ORGANIZER:

Lulu's Place, Inc.



By: Terry R. Eichus, President

ORGANIZER:


Richard McGloin

ORGANIZER:

Intercoastal Investments, Ltd.


By: Richard McGloin, General Partner

STATE OF FLORIDA
COUNTY OF PALM BEACH

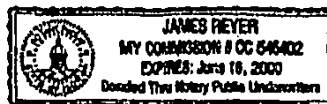
The foregoing instrument was sworn to and acknowledged before me, on January 24, 1997, by TERRY R. EICHAS as President of Lulu's Place, Inc. on behalf of the corporation, RICHARD MCGLOIN, individually and RICHARD MCGLOIN as General Partner of Intercoastal Investments, Ltd. on behalf of the Limited Partnership, who:

☒ are personally known to me, or

☐ have produced identification in the form of Florida Driver's Licenses which were examined by me,

and who did take an oath, and acknowledged that they are the persons who executed the foregoing instrument.


Notary Public



This instrument prepared by: James N. Reyer, Attorney at Law
72 S.E. 6th Avenue, Delray Beach, Florida 33483
Telephone #: (561) 278-9846 • Florida Bar #: 0936022

H97 00000/658

119700000/658

EXHIBIT "A"

CAPITAL CONTRIBUTIONS

<u>NAME</u>	<u>AMOUNT OF CONTRIBUTION</u>
Lulu's Place, Inc.	\$40,000.00
Richard McGloin	\$10,000.00
Intercoastal Investments, Ltd.	\$50,000.00

This instrument prepared by: James N. Reyer, Attorney at Law
72 S.E. 6th Avenue, Delray Beach, Florida 33483
Telephone #: (561) 278-9846 • Florida Bar #: 0936022

119700000/658

H9700000/658

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative as a member of LONG TERM, 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 members is \$90,000.00.
3. If any, the agreed value of property and services other than cash contributed by members is \$10,000.00. A description of the property and or services is as follows:

Management, organizational and accounting services rendered by Richard McGloin to date shall be deemed to have a value of \$10,000.00.
4. The total amount of cash or property anticipated to be contributed by members is \$100,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Under penalties of perjury, I declare that I have read the foregoing and that the acts alleged are true to the best of my knowledge and belief.

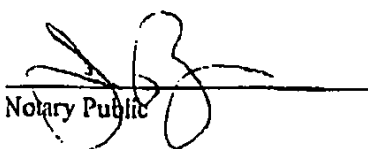

Applicant - Richard McGloin

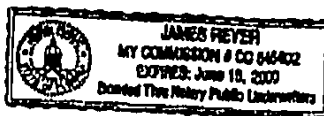
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was sworn to and acknowledged before me, on January 24, 1997, by RICHARD MCGLOIN, the Affiant who:

- ☒ is personally known to me, or
- ☐ has produced identification in the form of Florida Driver's License which was examined by me,

and who did take an oath, and acknowledged that he is the person who executed the foregoing instrument.


Notary Public



This instrument prepared by: James N. Reyer, Attorney at Law
72 S.E. 6th Avenue, Delray Beach, Florida 33483
Telephone #: (561) 278-9846 • Florida Bar #: 0936022

97 JAN 31 PM 3:52
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

H9700000/658

119700000/658

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, being the person named in the articles of organization of LONG TERM, 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 designated 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 accepts the obligations of the position of registered agent.

REGISTERED AGENT:


Richard McGloin

FILED
97 JAN 31 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by: James N. Reyer, Attorney at Law
72 S.E. 6th Avenue, Delray Beach, Florida 33483
Telephone #: (561) 278-9846 • Florida Bar #: 0936022

119700000/658