

# L97000000250

Alan F. Gonzalez, P.A.

Requestor's Name

1602 West Sligh Ave. Suite 300

Address

Tampa, FL 33604-5809

City/State/Zip

Phone #

Office Use Only

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

1. Matthews Ft. Pierce Investments, L.C.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
91 FEB 24 PM 3:20  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input 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

300002096703--7  
-02/25/97--01071--002  
\*\*\*1687.50 \*\*\*337.50

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

FEB 28 BSP

**ARTICLES OF ORGANIZATION**

**OF**

**MATHEWS FT. PIERCE INVESTMENTS, L.C.**

**FILED**

97 FEB 24 PM 3:20

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 this Limited Liability Company shall be: MATHEWS FT. PIERCE INVESTMENTS, L.C.

**ARTICLE II - DURATION**

This 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 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to invest and manage real property investments in Florida, including related business and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The

Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### **ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Edward D. Mathews and the registered office is 30 Club Court, Haines City, Florida 33844.

#### **ARTICLE V - 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 VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

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

#### **ARTICLE VII - 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 upon such terms and conditions as such 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 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 and the transferee's interest is that of a managing (active, voting) member.

#### **ARTICLE VIII - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or upon 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 at least two remaining members.

#### **ARTICLE IX - 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 or these Articles of Organization. The names and addresses of the managing members of the company are:

##### **Name**

##### **Address**

Edward D. Mathews

30 Club Court  
Haines City, FL 33844

Charles A. Mathews

30 Club Court  
Haines City, FL 33844

#### **ARTICLE X - CLASS OF MEMBERS**

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in Article IX above. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the company business. The members of the Company shall be:

##### **Active, Voting members:**

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property Contributed</u>
Edward D. Mathews	1%	(See Exhibit "A")
Charles A. Mathews	1%	(See Exhibit "A")

##### **Passive, Non-Voting Members**

<u>Name</u>	<u>Ownership percentage</u>	<u>Cash or Property Contributed</u>
Edward D. Mathews	49%	(See Exhibit "A")
Charles A. Mathews	49%	(See Exhibit "A")

## **ARTICLE XI. TAX STATUS OF COMPANY**

It is the intent of the undersigned subscriber that the Company shall be treated as a partnership for federal tax purposes.

## **ARTICLE XII. NON-REGISTRATION AS SECURITY**

The certificates representing each member's interest in the Company to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the Company that the certificates issued comply with the applicable private placement exemptions from registration under federal and state law. All certificates issued shall bear the legend:

**THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.**

The company shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act §4(2) and §517.061, Fla. Stat., and agree:

- i. That no offer or sale of certificates in the company shall be made to a nonresident of the State of Florida;
- ii. That no offer or sale of certificates in the company shall be made to more than 35 purchasers for a period in excess of 12 months.
- iii. That no general solicitations or advertisements of an offer or sale of certificates in the company shall occur in Florida or any other state;
- iv. That before any sale of certificates in the company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the company;
- v. That no person shall be paid a commission for the sale of certificates in the company or otherwise receive compensation for the sale of certificates in the company; and
- vi. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at HAINES CITY Florida, for the foregoing uses and purposes this 31 day of JAN, 1997.

*Edward D. Mathews*

EDWARD D. MATHEWS, individually and  
as an Active Voting Member and  
Passive, Non-Voting Member

*Charles A. Mathews*

CHARLES A. MATHEWS, individually and  
as an Active Voting Member and  
Passive, Non-Voting Member

**STATE OF FLORIDA  
COUNTY OF POLK**

**BEFORE ME** personally appeared, Edward D. Mathews and Charles A. Mathews, individually and as Active Voting Members and Passive and Non-Voting Members, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 31 day of JANUARY, 1997.



KAREN L. WALKER  
My Commission CC440800  
Expires Apr. 07, 1999  
Bonded by ANB  
800-852-5578

*Karen L. Walker*  
NOTARY PUBLIC

**ACCEPTANCE OF REGISTERED AGENT**

**THE UNDERSIGNED**, being the person named in the Articles of Organization of MATHEWS FT. PIERCE INVESTMENTS, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the company.

  
EDWARD D. MATHEWS  
REGISTERED AGENT

**FILED**  
97 FEB 24 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**SCHEDULE "A"**

1. SONNY'S BBQ RESTAURANT BLDG.  
3120 South U.S. Hwy 1  
Fort Pierce, St. Lucie Co., FL

Legal Description: (See attached Schedule 2)

Fair Market Value: \$250,000 ( $\frac{1}{2}$  x \$500,000)

Mortgagee: First Union

Principal due: \$132,752 ( $\frac{1}{2}$  x \$265,503)

Title (prior to transfer to L.C.) Edward D. Mathews (50% as tenant in common).

EXHIBIT "A"

Name of Member	Type of Member	Ownership % of LLC	Cash or Property Contributed
Edward D. Mathews	Active, Voting Managing	1%	interest in *
Edward D. Mathews	Passive, Non-Voting Non-Managing	49%	interest in *

\* interest in real property described in attached Schedule A.

Charles A. Mathews	Active, Voting Managing	1%	interest in **
Charles A. Mathews	Passive, Non-Voting Non-Managing	49%	interest in **

\*\* interest in real property described in attached Schedule A.

**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF POLK

THE UNDERSIGNED affiant, EDWARD D. MATHEWS, hereby states after being duly sworn, deposes and says:

1. That affiant is executing this affidavit of his own personal knowledge and for purposes of satisfying Section 608.407(2), Fla. Stat.

2. That MATHEWS FT. PIERCE INVESTMENTS, L.C. has two (2) members, to wit:

Edward D. Mathews  
Charles A. Mathews

3. The agreed value of property other than cash contributed is as follows:  
(See Schedule A attached)

4. The total amount of cash or property anticipated to be contributed by the members:  
(See attached Exhibit "A")

FURTHER AFFIANT SAITH NOT.

*Edward D. Mathews*

AFFIANT

Subscribed before me, the undersigned authority by Edward D. Mathews, who is known to me or who has produced a Florida driver's license as identification on this 31 day of JAN., 1997.



KAREN L. WALKER  
My Commission CC440600  
Expires Apr. 07, 1999  
Bonded by ANB  
800-852-6578

*Karen L. Walker*  
Notary Public  
Commission Expires 4/7/99  
Commission No. CC 440600

# EXHIBIT "A"

Name of Member	Type of Member	Ownership % of LLC	Cash or Property Contributed
Edward D. Mathews	Active, Voting Managing	1%	interest in *
Edward D. Mathews	Passive, Non-Voting Non-Managing	49%	interest in *

\* interest in real property described in attached Schedule A.

Charles A. Mathews	Active, Voting Managing	1%	interest in **
Charles A. Mathews	Passive, Non-Voting Non-Managing	49%	interest in **

\*\* interest in real property described in attached Schedule A.

**SCHEDULE "A"**

1. SONNY'S BBQ RESTAURANT BLDG.  
3120 South U.S. Hwy 1  
Fort Pierce, St. Lucie Co., FL

Legal Description: (See attached Schedule 2)

Fair Market Value: \$250,000 ( $\frac{1}{2}$  x \$500,000)

Mortgagee: First Union

Principal due: \$132,752 ( $\frac{1}{2}$  x \$265,503)

Title (prior to transfer to L.C.) Edward D. Mathews (50% as tenant in common).