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**CAREY, O'MALLEY, WHITAKER & MANSON, P.A.**

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DANIEL D. WHITAKER

March 18, 1997

TELEPHONE: (813) 221-8210  
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Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Via UPS Next Day Air

Re: Zicorp Constructors, L.C., a Florida Limited Liability Company

To Whom It May Concern:

Enclosed are two originals of Articles of Organization for the above-named limited liability company, together with two Affidavits of an initial manager. Please file one original of each document and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$140.00, to cover the following costs:

1.	Filing fee	\$52.50
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	52.50
	<b>Total</b>	<b>\$140.00</b>

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-03/20/97--01122--001  
\*\*\*\*140.00 \*\*\*\*140.00

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy Barnes, Paralegal

NRB/trh  
Enclosures

cc: Zicorp Constructors, L.C.,  
a Florida Limited Liability Company

P. O. Box 499

MAR 26 1997.

**ARTICLES OF ORGANIZATION  
OF ZICORP CONSTRUCTORS, L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company shall be Zicorp Constructors, L.C., and its principal place of business and its mailing address shall be 1200 20th Street North, in the City of St. Petersburg, County of Pinellas, State of Florida 33713-5700.

**ARTICLE II  
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### **ARTICLE III DURATION**

This limited liability company shall exist for thirty (30) years or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

### **ARTICLE IV PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 1200 20th Street North, in the city of St. Petersburg, County of Pinellas, State of Florida 33713-5700.

## MANAGEMENT

The Company shall be managed by managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The name and address of the initial managers of the company are:

NAME	ADDRESS
Daniel J. Morrow	1200 20th Street North St. Petersburg, Florida 33713-5700
James E. Hollingsworth	1200 20th Street North St. Petersburg, Florida 33713-5700

## ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is Carey, O'Malley, Whitaker & Manson, P.A., Suite 1190, 100 South Ashley Drive, City of Tampa, County of Hillsborough, State of Florida 33602, and the name of its initial registered agent at such address is Michael R. Carey.

## ARTICLE VII RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Zicorp Constructors, L.C.

Executed by the undersigned at St. Petersburg, Florida on 2/26/97  
1997.

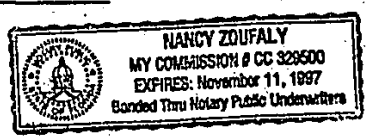
[Signature]  
Daniel J. Morrow, Organizer/Member  
[Signature]  
James E. Hollingsworth, Organizer/Member

STATE OF FLORIDA  
COUNTY OF Pinellas

Before me personally appeared Daniel J. Morrow, one of the organizer/members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein. He is personally known to me or produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 26 day of February, 1997.

[Signature]  
Notary Public, State of Florida  
Commission Seal Expiration Date:

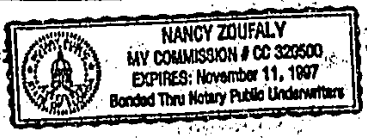


STATE OF FLORIDA  
COUNTY OF Pinellas

Before me personally appeared James E. Hollingsworth, one of the organizer/members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein. He is personally known to me and produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 26 day of February, 1997.

[Signature]  
Notary Public, State of Florida  
Commission Seal Expiration Date:



### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in Articles of Organization of Zicorp Constructors, L.C., as the registered agent of this limited liability company, hereby states that he is familiar with and accepts the obligations and consents to his appointment as registered agent of the Company.

Michael R. Carey

Name: Michael R. Carey  
Registered Agent



**AFFIDAVIT OF DANIEL J. MORROW**

STATE OF FLORIDA )

COUNTY OF PINELLAS )

ss

BEFORE ME, the undersigned authority, personally appeared Daniel J. Morrow, who, being first duly sworn, deposes and says:

1. I am the initial manager named in the Articles of Organization of Zicorp Constructors, L.C. (hereafter "the Company").

2. This Affidavit is prepared on behalf of the Company for filing with its Articles of Organization pursuant to Florida Statutes, Section 608.407(2).

3. The Company has two original members, namely:

Daniel J. Morrow  
James E. Hollingsworth

4. The initial capital of the Company shall consist of the sum of \$1,000.00. ~~6 member~~ shall be entitled to receive interest on his contribution to capital.

5. If any, the agreed value of property other than cash is none.

6. The total contribution amount of cash and property is \$1,000.00.

7. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in amounts proportionate to their percentage ownership of the total issued and outstanding interests in the Company.

FURTHER AFFIANT SAITH NOT.

  
\_\_\_\_\_  
Daniel J. Morrow

Sworn to and subscribed before me this 26 day of Feb, 1997 by Daniel J. Morrow, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Name typed/printed: 

