

197000000367  
KRAMER, SEWELL & SOPKO, P.A.  
ATTORNEYS AT LAW

ROBERT S. KRAMER  
LAURIE RUSK SEWELL  
JAMES SOPKO  
Board Certified Tax Lawyer  
Board Certified Wills, Trusts  
and Estates Lawyer

2307 S.E. MONTEREY ROAD  
POST OFFICE BOX 2421  
STUART, FLORIDA 34995

(561) 288-0048  
FAX (561) 288-0049

March 17, 1997

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32301

VIA UPS OVERNIGHT

200002130152--6  
-04/01/97--01068--003  
\*\*\*\*\*52.50 \*\*\*\*\*52.50  
400002117314--7  
-03/19/97--01005--001  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

Re: Sanctuary Ventures, L.L.C.

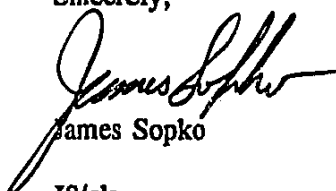
Gentlemen:

Enclosed is an original and one copy of the Articles of Organization of Sanctuary Ventures, L.L.C. which includes a Statement Designating Registered Agent and an Affidavit of Membership and Contributions. Also enclosed is a check in the amount of \$337.50 payable to the State of Florida, representing the filing fee of \$285.00 and a charge of \$52.50 for a certified copy. Kindly accept the enclosed for filing.

I also represent the shareholders and directors of Sanctuary Ventures, Ltd., Inc., a Florida corporation. The establishment of Sanctuary Ventures, L.L.C. is part of a planned reorganization by which the assets of Sanctuary Ventures, Ltd., Inc. will be liquidated and distributed to Sanctuary Ventures, L.L.C. Once the liquidation is completed, Articles of Dissolution of Sanctuary Ventures, Ltd., Inc. will be filed. As a result, notwithstanding the fact that these two entities have substantially similar names, they are controlled by the same individuals in the same proportions and Sanctuary Ventures, Ltd., Inc. will be dissolved within the next 30 to 60 days.

Please return a certified copy of the Articles of Organization to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,

  
James Sopko

JS/sla  
Enclosures

cc: Charles E. F. Millard, Managing Member  
(sanctuary/lr-state.002)

cc: James Whiting, C.P.A. (with enclosures)  
Thomas R. Sawyer, Esquire (with enclosures)

~~197000000367~~

*Handwritten initials and date: JWS 3/18*

APPROVED  
AND  
FILED  
97 MAR 19 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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VIA UPS OVERNIGHT

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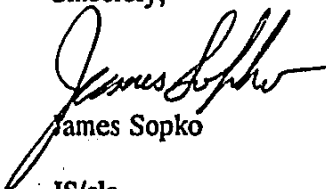
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James Sopko

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Enclosures

cc: Charles E. F. Millard, Managing Member  
[Sanctuary-Vr-state,002]

cc: James Whiting, C.P.A. (with enclosures)  
Thomas R. Sawyer, Esquire (with enclosures)



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

March 25, 1997

**JAMES SOPKO**  
**KRAMER, SEWELL & SOPKO, P.A.**  
**P.O. BOX 2421**  
**STUART, FL 34995**

**SUBJECT: SANCTUARY VENTURES, L.L.C.**  
**Ref. Number: W97000006821**

We have received your document for SANCTUARY VENTURES, L.L.C. and check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$52.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

**Teresa Brown**  
Corporate Specialist

**Letter Number: 897A00014933**

**KRAMER, SEWELL & SOPKO, P.A.**

ATTORNEYS AT LAW

ROBERT S. KRAMER  
LAURIE RUSK SEWELL  
JAMES SOPKO  
Board Certified Tax Lawyer  
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and Estates Lawyer

2307 S.E. MONTEREY ROAD  
POST OFFICE BOX 2421  
STUART, FLORIDA 34995

(561) 288-0048  
FAX (561) 288-0049

March 27, 1997

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32301

VIA UPS OVERNIGHT

Re: Sanctuary Ventures, L.L.C.  
Reference Number W97000006821

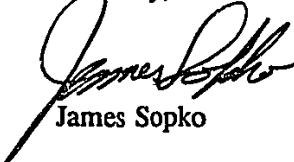
Gentlemen:

Enclosed is your letter dated March 25, 1997 returning the documents originally forwarded to you on March 17, 1997 (copy of letter enclosed).

We have attached to our original document the Acceptance of Registered Agent as requested and also enclose our check in the amount of \$52.50.

Please accept the enclosed and process the papers as originally requested. Thank you for your assistance in this matter.

Sincerely,



James Sopko

JS/sla  
Enclosures  
(sanctuary/lr-state.003)

ARTICLES OF ORGANIZATION  
OF

SANCTUARY VENTURES, L.L.C.

APPROVED  
AND  
FILED  
97 MAR 19 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned certify that the following individuals have associated themselves 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SANCTUARY VENTURES, L.L.C., and its principal office shall be located at 2081 East Ocean Boulevard, 2nd Floor, Stuart, FL 34996, in the City of Stuart, County of Martin, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these Articles 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 these 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, 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 objects, or the furtherance of any of the power set forth in these Articles, 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.

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 inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.



#### **ARTICLE IV MANAGEMENT**

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until his successor is elected and qualified is Charles E. F. Millard, 2081 East Ocean Boulevard, 2nd Floor, Stuart, FL 34996.

#### **ARTICLE V MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by the majority of the membership interests. 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 all members.

On 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 on the action of the majority of interests of the remaining members.

#### **ARTICLE VI CAPITAL CONTRIBUTIONS**

Capital contributions shall be made to the limited liability company by the transfer and assignment of each member's right, title and interest to the issued and outstanding shares of SANCTUARY VENTURES, LTD., INC., a Florida corporation. Additional contributions will be made as required for investment purposes, as determined by consent of a majority in interest of the members. Members will make additional contributions in shares equal to their pro-rata interest in the company.

#### **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits based upon their capital accounts as adjusted from time to time as set forth in the Operating Agreement of the limited liability company. The initial

percentage of capital interest is as follows:

Charles E. F. Millard	26.05 percent
Edward F. O'Reilly	26.05 percent
Estate of William F. Cassin	25.00 percent
John C. Dunagan	22.90 percent

The distributive share of the profits shall be determined and paid to the members in the discretion of the Managing Member.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the manner set forth in the Operating Agreement of the limited liability company from time to time.

#### ARTICLE VIII DURATION

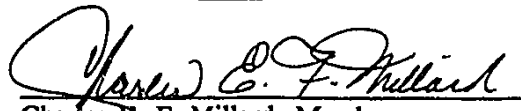
This limited liability company shall exist until December 31, 2010, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2307 S.E. Monterey Road, Stuart, FL 34996, City of Stuart, County of Martin, State of Florida, and the name of the company's initial registered agent at that address is James Sopko.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SANCTUARY VENTURES, L.L.C..

Executed by the undersigned at Stuart, Florida, on March 17, 1997.

  
Charles E. F. Millard, Member

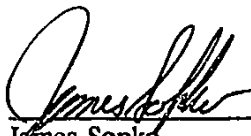


APPROVED  
AND  
FILED  
97 MAR 19 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, SANCTUARY VENTURES, L.L.C., at the place designated in the foregoing Articles of Organization, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 17th day of March, 1997.



James Sopko  
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

APPROVED  
AND  
FILED

97 MAR 19 PM 3:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF MARTIN

In compliance with Florida Statutes Section 608.407(2), the undersigned member of SANCTUARY VENTURES, L.L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is ZERO.
3. If any, the agreed value of property other than cash contributed by the members is \$376,000.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$376,000.00. This total includes the amounts from 2 and 3 above.

  
CHARLES E. F. MILLARD

The foregoing instrument was acknowledged before me this \_\_\_\_ day of March, 1997, by CHARLES E. F. MILLARD, member, on behalf of SANCTUARY VENTURES, L.L.C., a limited liability company, who [☒] is personally known to me; [☐] produced a Florida driver's license; or [☐] produced \_\_\_\_\_ as identification

(NOTARY SEAL)

  
JAMES SOPKO

I am a Notary Public of the State of Florida, having a commission number of CC 572196 and my commission expires 08/10/00.



JAMES SOPKO  
COMMISSION # CC 572196  
EXPIRES AUG 10, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.