

# L97000000438

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 97 APR 23 AM 11:22  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

K.R. APR 23 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-23-97		
TIME	9:40		CK No. _____
BY	LS		

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Waterway Pointe,  
L.C.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File <u>LLC</u>		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S- <u>G/S</u>		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS \_\_\_\_\_

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 15% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

**ARTICLE I - Name:**

The name of the Limited Liability Company is: Waterway Pointe, L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

We Lease L.C.  
c/o Jeff Henning  
5870 Merle Hay Road  
P. O. Box 394  
Johnston, Iowa 50131

**ARTICLES III - Duration:**

The period of duration for the Limited Liability company shall be: until the year 2001.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

We Lease L.C.  
c/o Jeff Henning  
5870 Merle Hay Road  
P. O. Box 3940  
Johnston, Iowa 50131

Uwe Drescher  
1130 Vernon Pl.  
Marco Is., FL 34145

Michael Klein  
1130 Vernon Pl.  
Marco Is., FL 34145

**ARTICLE V- Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous approval of the members.

**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be to continue the business and bring in an additional member upon unanimous approval of the surviving or continuing members.

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Waterway Pointe, L.C. deposes and says:

1. the above named limited liability company has three members
2. the total amount of cash contributed by the members is \$ 1,000
3. if any, the agreed value of property other than cash contributed by members is \$ 10,000  
A description of the property is attached and made a part hereto.
- \*4. the amount of cash or property anticipated to be contributed by members is \$ 1,700,000
5. the total amounts of 2, 3 and 4 is \$ 1,711,000

The cash and property contributions, percentage of ownership and control shall be as follows: We Lease L.C. 10%, Michael Klein 25% , and Uwe Drescher 65%.

\* Lots 1, 2, 3 and 5, Marco Beach subdivision, Unit 6, replat of Tract L, Block 799, Public records of Collier County, Florida.



Signature of a member or authorized representative of a member.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: Waterway Pointe, L.C.
2. The name and address of the registered agent and office is:

David E. Bruner  
1645 Ludlow Road  
Marco Island, FL 34145

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.

David E. Bruner  
(Signature)

APRIL 21, 1998  
(Date)

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TALLAHASSEE, FLORIDA