

Barnett Center
Suite 300
4501 Tamiami Trail North
Naples, Florida 34103-3060
941/262-5955
FAX 941/434-4999

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Naples Attorneys

Brett A. Brossait
Louis D. D'Agostino
James T. Demarest
Kevin A. Denti
Robert E. Doyle, Jr.
Timothy G. Hains
Samara S. Holland
John D. Humphreville
Kimberly L. Johnson
Thomas E. Maloney
F. Joseph McMackin, III
Mark H. Muller
Leo J. Salvatori
Joseph D. Zaks

Quarles & Brady

L97000000498

April 1, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002134087--S
-04/04/97--01098--001
****337.50 ****337.50

Re: Carhill Enterprises, L.C.

Gentlemen:

Enclosed are an original and one copy of the Articles of Organization for the above-captioned limited liability company. Also enclosed is a check in the amount of \$337.50 which represents the filing fee.

If you find these enclosures to be in order, please file the same and return one certified copy to this office.

Sincerely,

QUARLES & BRADY

Kimberly Leach Johnson

85B

FILED
MAY -8 AM 8:33
STATE
TALLAHASSEE, FLORIDA

KLJ/dm
Enclosure
cc: Jerry L. Carbone

APR 7

85B

APR 21

1127/615
W97-7988



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 21, 1997

QUARLES & BRADY
4501 TAMiami TRAIL NORTH
SUITE 300
NAPLES, FL 34103-3060

SUBJECT: CARHILL ENTERPRISES, L.C.
Ref. Number: W97000007988

We have received your document for CARHILL ENTERPRISES, L.C. and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

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.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 497A00017304



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1997

QUARLES & BRADY
4501 TAMiami TRAIL NORTH
SUITE 300
NAPLES, FL 34103-3060

SUBJECT: CARHILL ENTERPRISES, L.C.
Ref. Number: W97000007988

We have received your document for CARHILL ENTERPRISES, L.C. and check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 497A00017304

**ARTICLES OF ORGANIZATION OF
CARHILL ENTERPRISES, L.C.**

FILED
97 MAY -8 AM 8:33
TALLAHASSEE, FLORIDA

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 **CARHILL ENTERPRISES, L.C..**

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be 1033 Egret's Walk Circle, Unit 103, Naples, Florida 34108.

ARTICLE III

DURATION

This limited liability company shall exist until March 1, 2027, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the regulations adopted by the members.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by the members. The name and address of the managing members are as follows:

Jerry L. Carbone
1033 Egret's Walk Circle, Unit 103
Naples, Florida 34108

Mary E. Carbone
1033 Egret's Walk Circle, Unit 103
Naples, Florida 34108

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

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

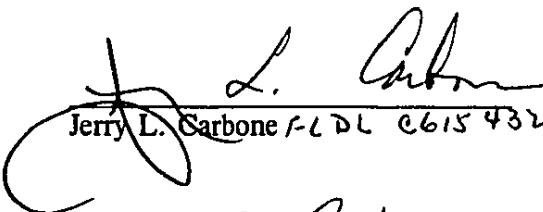
A member's interest in the limited liability company may be sold or otherwise transferred but only after the existing other members have waived their right of first refusal as more fully set out in the Regulations.

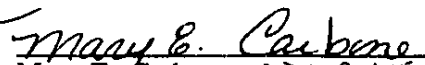
ARTICLE VI

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the limited liability company will terminate 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, however, the remaining members shall have the right to continue the existence of the limited liability company upon the unanimous consent of such remaining members.

Executed by the undersigned at Naples, Florida on ^{MARCH}~~February~~ 14, 1997.


Jerry L. Carbone F.L.D.L. C615 432 380160-11/2003


Mary E. Carbone F.L.D.L. C 615 585 407600-11/7/03

In accordance with § 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 14th day of ~~February~~ ^{MARCH}, 1997, by Jerry L. Carbone on behalf of **CARHILL ENTERPRISES, L.C.**, a limited liability company, who ☐ is personally known to me or ☐ who produced a driver's license as identification.

(SEAL)



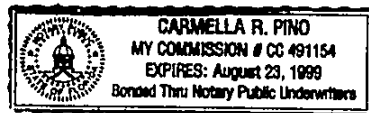
Carmella R. Pino
Name: CARMELLA R. PINO
Notary Public
My Commission Expires: 8-23-99

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 14th day of ~~February~~ ^{MARCH}, 1997, by Mary E. Carbone on behalf of **CARHILL ENTERPRISES, L.C.**, a limited liability company, who ☐ is personally known to me or ☒ who produced a driver's license as identification.

(SEAL)



Carmella R. Pino
Name: CARMELLA R. PINO
Notary Public
My Commission Expires: 8-23-99

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
CARHILL ENTERPRISES, L.C.**

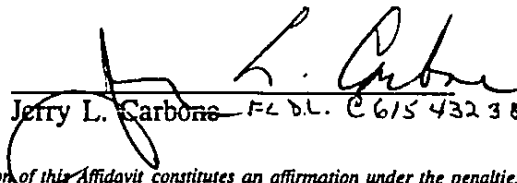
STATE OF FLORIDA

COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared Jerry L. Carbone, a Member of CARHILL ENTERPRISES, L.C., who, being first duly sworn deposes and says:

1. That the limited liability company known as CARHILL ENTERPRISES, L.C. has at least two (2) members.
2. The total amount of cash contributed by members of CARHILL ENTERPRISES, L.C. is ONE THOUSAND DOLLARS (\$1,000.00) cash.
3. If any, property described as N/A at an agreed value of N/A has been contributed by members.
4. The total of cash and property anticipated to be contributed by members is ONE THOUSAND DOLLARS (\$1,000.00). This amount includes amounts from Paragraphs 2 and 3 above.

Further, Affiant sayeth naught.


Jerry L. Carbone FL D.L. C 615 432 3 80160 - 2/1/2003

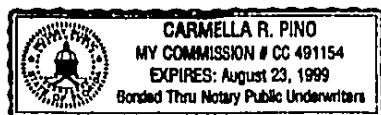
In accordance with § 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

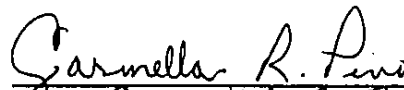
STATE OF FLORIDA

COUNTY OF COLLIER

~~February~~ The foregoing instrument was sworn to and acknowledged before me this 14th day of ~~February~~ MARCH, 1997, by Jerry L. Carbone, who ☐ is personally known to me or, ☒ has produced a driver's license as identification.

(SEAL)




Name: CARMELLA R. PINO
Notary Public
Commission # CC 491154
My Commission Expires: 8-23-99

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

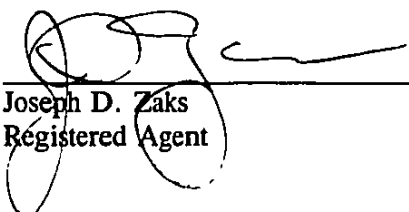
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **CARHILL ENTERPRISES, L.C..**

The name of the initial registered agent of the limited liability company is Joseph D. Zaks, and the address of the office of the registered agent is Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

REGISTERED AGENT ACCEPTANCE

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 that 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.



Joseph D. Zaks
Registered Agent

Date: May 2, 1997

FILED
97 MAY -8 AM 8:33
TALLAHASSEE, FLORIDA