

# Robert Nelson

3971 North A-1-A, Fort Pierce, Florida 34949

*19700000599*

May 15, 1997

Ms. Eddy Harlee  
Landers and Parsons  
310 West College Avenue  
Tallahassee, FL 32302

Dear Eddy:

Enclosed herewith are two (2) executed copies of the Articles of Organization in connection with the above referenced corporation along with our clients check for filing fees and your service fee. Please cause the Articles to be filed with the Secretary of State and return a copy in the enclosed envelope.

Thank you for your assistance.

Cordially,

*Robert R. Nelson*  
Robert R. Nelson

RRN/rmd

Enclosure

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*Call Eddy when ready  
for pickup  
681-0311*

**Articles of Organization  
of  
BNC Development Company, L.C.**

The undersigned 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 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 BNC Development Company, L.C., and its principal office shall be located at 3971 North A-1-A, Fort Pierce, Florida 34949, in the city of Fort Pierce, County of St. Lucie 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 or 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

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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 powers 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**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Keith Beccia  
165 Kingsland Road  
Boonton Township, NJ 07005

John Napomiceno  
P.O. Box 981  
Waterbury, CT 06721

Ronald Caparro  
2055 Center Avenue  
Fort Lee, NJ 07024

#### **Article V Membership Restrictions**

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 a majority interest of the 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 unanimous consent of the remaining members.

#### **Article VI Capital Contributions**

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by the three (3) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### **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 specified as follows: Keith Beccia 80%; John Napomiceno 5%; Ronald Caparro 15%.

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being May 12, 1997.

(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 as follows: Keith Beccia 80%; John Napomiceno 5%; Ronald Caparro 15%.

#### **Article VIII Duration**

This limited liability company shall exist 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 3971 North A-1-A, city of Fort Pierce, State of Florida, and the name of the company's initial registered agent at that address is Ronald Caparro.

The undersigned, being the authorized representative of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BNC Development Company, L.C.

Executed by the undersigned at 3971 North A-1-A, Fort Pierce, Florida, on May 12, 1997.

  
Authorized Representative

## Statement Designating Registered Agent and Office

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is:

BNC Development Company, L.C.

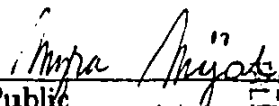
The name of the registered agent for BNC Development Company, L.C., is Ronald Caparro and the street address of the company's principal office is located is 3971 North A-1-A, Fort Pierce, Florida 34949.

This statement is to acknowledge that, as indicated above, BNC Development Company, L.C., has appointed me, Ronald Caparro, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 13th day of May, 1997.

  
\_\_\_\_\_  
Ronald Caparro

The foregoing instrument was acknowledged before me this 13th day of May, 1997.

  
\_\_\_\_\_  
Notary Public  
Print Name: MYRA MIJAL  
My Commission Expires: 11/26/2001

MYRA MIJAL  
NOTARY PUBLIC OF NEW JERSEY  
Commission Expires 11/26/2001

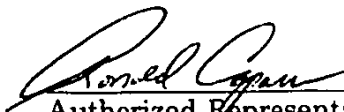
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NOTARY PUBLIC  
STATE OF FLORIDA

**Affidavit  
of  
Membership and Contributions**

State of \_\_\_\_\_  
County of \_\_\_\_\_

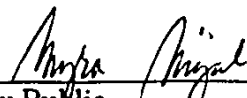
In compliance with Florida Statutes Section 608.407(2), the undersigned authorized representative of a member of BNC Development Company, L.C., deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is \$3,000.00.
3. The agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$3,000. This total includes the amounts from 2 and 3 above.

  
\_\_\_\_\_  
Authorized Representative

The foregoing instrument was acknowledged before me this 13th day of May, 1997, by RONALD CAPREE, \_\_\_\_\_ on behalf of BNC Development Company, L.C., a limited liability company.

He is personally known to me.

  
\_\_\_\_\_  
Notary Public  
Print Name: MYRA MIJAL  
My Commission Expires: 11/26/2001

MYRA MIJAL  
NOTARY PUBLIC OF NEW JERSEY  
Commission Expires 11/26/2001

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