

L97000000794

CAPITROLL, SERIES I, L.C.
5011 Ocean Drive, Ste. 207,
Sarasota, FL 34242

July 15, 1997

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32399**

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-07/16/97--01074--007
****337.50 ****337.50

Dear Madam or Sir:

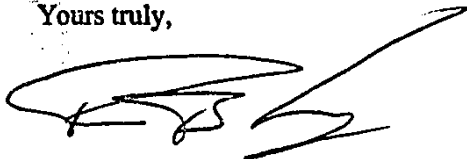
Enclosed please find the application for Certificate of Organization for
Capitroll, Series I, L.C. Further, please find enclosed a check in the amount of \$337.50
for the application fee and for the following fees:

Certified Copy	\$52.50
Filing Fee	\$250.00
Registered Agent Designation	<u>\$35.00</u>
Total Enclosed	<u>\$337.50</u>

Please send all information and documentation to the following person at the prescribed
address for this company, which is:

Peter B. Lange
5011 Ocean Drive, Ste. 207,
Sarasota, FL 34242

Yours truly,



Peter B. Lange

FILED
97 JUL 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 7/24/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1997

PETER B. LANGE
5011 OCEAN DRIVE
SUITE 207
SARASOTA, FL 34242

SUBJECT: CAPITROLL, SERIES I, L.C.
Ref. Number: W97000016534

We have received your document for CAPITROLL, SERIES I, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The document must contain the street address of the initial principal office, and, if different, the mailing address of the limited liability company.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00036546

**ARTICLES OF ORGANIZATION
OF
Capitroll, Series I, L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F. S. Chapter 608, hereby make acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of this limited liability company shall be: **Capitroll, Series I, L.C.** (hereinafter called the "Company").

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The registered office of the Company is: 5011 Ocean ^{BVD.} Drive, Ste. 207, Sarasota, FL 34242.
The Company's registered agent is: Peter B. Lange, whose office is located at
5011 Ocean Drive, Ste. 207, Sarasota, FL 34242.
BVD.

**ARTICLE III
DURATION**

Unless dissolved earlier, the Company will dissolve automatically on June 25, 2012. (15 years). Except for amendment to this Article III by a unanimous vote of all of the Members of the Company, this provision regarding duration of the Company cannot be altered.

ARTICLE IV

PURPOSE

The general nature of the business to be transacted, conducted and engaged in shall be as follows:

- A. To engage in financing or investments for its own account.
- B. To own, acquire, buy and sell, deal in, and lease, hold or improve real estate and fixtures and personal property, and with that end in view to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to subdivide and improve the same, to act as a contractor, builder, developer and generally to hold, manage and deal with and improve the property of the company; to carry on a general real estate development and construction business for others in the purchase or sale and the management of real estate and negotiations or loans thereon; to act as agent for insurance companies in soliciting and receiving applications for hire, casualty, plate glass, elevator, accident, health, rent, burglary, boiler, marine and life insurance and all other kinds of insurance. The collection of premiums and doing other such business as may be delegated to agents by such companies, and to construct a general insurance agency and insurance brokerage agency;
- C. To acquire by purchase subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, mortgage, transfer, pledge or otherwise dispose of any shares of capital stock, script or any voting trust certificate in respect of the shares of the capital stocks of, or any bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or the Government of the United States of America, or any foreign government, or any State, Territory, Municipality or other political subdivision, or any governmental agency; and to issue in exchange therefore in the matter permitted by law shares of the membership interests, bonds, or other obligations of the company; and while the owner or holder of such shares of stock, bonds, script, mortgages or other securities, or other evidences of indebtedness, to use and exercise in respect thereof any and all rights, powers or privileges of ownership including the right to vote therein;
- D. To enter into and make and perform and carry out contracts of any kind and description made for any lawful purposes, without limit to the amount, with any person,

firm, association or corporation, either public or private, or with any territory, government or agency thereof.

E. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue any bonds, debentures, promissory notes and other evidences of indebtedness and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this Company, upon such terms and conditions as the Chief Managers shall authorize, and as may be permitted by law.

F. Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit,

G. To purchase or otherwise acquire the whole, or any part of, the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

H. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer, or otherwise dispose of, or deal or trade in, and with, goods, wares, and merchandise and articles of commerce;

I. To organize, incorporate, and reorganize subsidiary companies, corporations and joint stock companies, partnerships and associations for any purpose permitted by law;

J. To apply for, obtain, purchase, lease or otherwise acquire any concessions, licensure, rights, options, patents, privileges, patent rights and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or any right, option or contract, in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same;

K. To construct all or part of its operations and business without restriction or limit to the amount in the State of Florida, or in any or all states, territories, districts, colonies and dependencies of the United states of America, and in any and all foreign countries, and acquire (By purchase, exchange or lease, hire or otherwise) own, hold, develop, operate, lease, sell assign, transfer, exchange, mortgage, pledge or otherwise dispose of, or to turn

account, and convey real and personal property of every kind and nature and rights and privileges therein, in the State of Florida, and in any and all other States, Territories, districts, colonies and dependencies of the United States of America, and any or all foreign countries;

L. To carry out all, or part of, the foregoing objects as promoter, principal, agent, broker, contractor, or otherwise, either alone or in connection with any firm, partnership, association or corporation, and generally to have all powers necessary, needful or desirable, for the full and complete exercise and right to act as principal agent, broker, purchaser, in any form in the acquisition, disposition, encumbrances, reorganizations, or sale of property, real or personal;

M. To do all and everything that is necessary and for the proper accomplishment of the objects enumerated in this certificate of organization, or any amendment thereof, or necessary or incidental to the attainment of the purpose of the company whether such business is similar in nature to the objects set forth in the certificate of organization of such company, or any amendment thereof;

N. Make and amend its regulations, not inconsistent with this articles of organization or with the laws of the state of Florida, for the administration and regulation of the company,

O. Indemnify a member or manager or any other person as provided in this articles of organization and regulations against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party,

P. Cease its activity and surrender its certificate of organization,

Q. Pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive plans for all of its managers and employees,

R. To sue or be sued, or complain or defend, in its name.

S. It is the intention that purposes, objects and powers specified in each of the paragraphs of this Article II of the certificate of organization shall, except as otherwise expressly

provided, be limited and is otherwise restricted by reference to or reference from, the terms of any other clause or paragraph of this Article of this certificate of organization.

ARTICLE V MANAGEMENT

The Company is to be managed by the Chief Managers in accordance with the Operating Agreement. The Chief Managers who are to serve for the Limited Liability Company are as follows:

Chief Executive Manager - Mr. Richard L. Mooers
6721 Taeda Drive
Sarasota, FL 34241

Chief Operating Manager - Peter B. Lange ~~BLVD.~~
5011 Ocean Drive, Ste. 207
Sarasota, FL 34242.

Chief Financial Manager - Mr. Richard L. Mooers
6721 Taeda Drive
Sarasota, FL 34241

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

Additional members shall be allowed to be admitted in accordance with the terms and conditions of the Operating Agreement for the Company; however, Additional Members admitted to the company shall not :

- (1) be permitted to take part in the control of the business or affairs of the company;
- or
- (2) have any voice in the management or operation of any company business or property (except as otherwise provided in the Operating Agreement or by applicable law);
- or

(3) have the authority or power in his capacity as an additional member to act as agent for or on behalf of the Company or any other Member, or

(4) do any act which would be binding on the company or any other member, or

(5) incur any expenditures on behalf of or with respect to the company.

Such additional members may be granted the aforementioned participation rights should any one of the following occur:

(1) such member shall be unanimously elected as a Chief Manager by the Charter Members voting in a duly constituted meeting of such, or

(2) such member becomes a Charter Member by assignment of the original Charter Members Interest in accordance with the terms and conditions of this Operating Agreement, or

(3) all members unanimously agree to such participation by voting in a duly constituted meeting of such.

ARTICLE VII

MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, expulsion, bankruptcy, dissolution of a Member or occurrences of any other event which terminates the continued Membership of a Member in the Company, the business of the Company may be continued by consent of all the remaining Members and there are at least two remaining Members.

ARTICLE VIII

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative, for the purposes of execution of this article of organization, of all Charter members of the Company deposes and says:

A. The above named limited liability company has at least two members.

B. The total amount of cash contributed by the Charter members is as follows:

<u>Member</u>	<u>Units Owned</u>	<u>Contribution</u>
Mooers & Lange Incorporated	748	\$748.00
Richard L. Mooers	1	\$1.00
Peter B. Lange	1	\$1.00
Total	<u>750</u>	<u>\$750.00</u>

and each member first above shall be deemed Charter Members for purposes of this article of organization and Operating Agreement.

C. No property other than cash has been contributed to the limited liability company.

D. The total amount of cash or property anticipated to be contributed by all members is \$750.00.00.



PETER B. LANGE
DESIGNATED REPRESENTATIVE
OF

Capitroll, Series I, L.C.

ARTICLE IX AMENDMENT

The Company reserves the right to amend or repeal any provision contained in these articles of organization, or any amendment hereto, or any right conferred upon members in the Operating Agreement.


Notwithstanding the members reserve this right by unanimous vote, the Chief Managers have no right to amend these articles of organization unilaterally.

**ARTICLE X
NON-REGISTRATION AS SECURITY**

The interests of each member of the Company have not been registered under the Securities Act of 1933 or any securities laws of any state, including but not limited to Chapter 517, F.S.A. Each member agrees that the interests issued to each member shall qualify under the private placement exemption under federal and state securities laws. Each member agrees to cooperate in any compliance required.

IN WITNESS WHEREOF, the parties hereto have hereunto set forth their hands and seals on this 15th day of July, 1997.


Richard L. Mooers


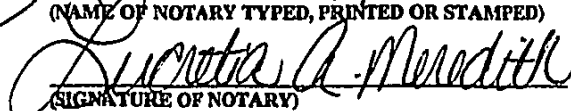

Peter B. Lange

MOOERS & LANGE INCORPORATED


Richard L. Mooers, its President

STATE OF FLORIDA
COUNTY OF Hillsborough

Subscribed and sworn to (or affirmed) before me this 15th day of July, 1997
by Richard L. Mooers, _____, and
_____ as President of MOOERS & LANGE INCORPORATED
who is/are personally known to me or has/have produced Driver's License as
identification. (Type of identification)


(NAME OF NOTARY TYPED, PRINTED OR STAMPED)

(SIGNATURE OF NOTARY)

Notary Public, Commission No. CC 652360



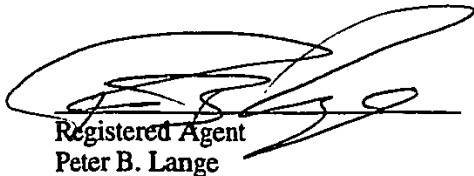
**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT**

**PURSUANT TO CHAPTER 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**

That a company desiring to organize under the Laws of the State of Florida, **Capitroll,**
Series I, L.C. with its principal offices as indicated in the articles of organization has
named Peter B. Lange, whose office is located at 5011 Ocean ^{BLVD.} ~~Drive~~, Ste. 207, Sarasota, FL
34242 as its registered agent and as its' agent to accept service of process in this State.

ACKNOWLEDGMENT


Having been named to accept service of process for the above stated company, at the place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply
with the provisions of said act relative to keeping said office.


Registered Agent
Peter B. Lange

CAPITROLL SERIES I, L.C. HAS IT'S PRINCIPAL
OFFICES LOCATED AT :

5011 OCEAN BLVD. STE 207
SARASOTA FL. 34242

TEL. # 941 349 7404.


PETER B. LANGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT FOR Capitroll, Series I, L.C.

STATE OF FLORIDA

COUNTY OF Hillsborough

THE UNDERSIGNED affiant, Peter B. Lange, after being duly sworn deposes and says:

1. That affiant is executing this affidavit of his own personal knowledge and for purposes of satisfying Section 608.407(2), Fla. Stat.

2. That Capitol, Series I, L.C., has three members, to wit:
Mooers & Lange Incorporated, a Florida Corporation,
Richard L. Mooers, individually,
Peter B. Lange, individually.

3. The agree value of property and/or cash contributed is \$750.00

FURTHER AFFIANT SAYETH NOT.

Peter B. Lange
Peter B. Lange

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97 JUL 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Hillsborough

Subscribed and sworn to (or affirmed) before me this 15th day of July 1997
by Peter B. Lange, _____, and
_____ as President of MOOERS & LANGE INCORPORATED
who is/are personally known to me or has/have produced Drivers License as
identification. (Type of identification)

Lucretia A. Meredith Notary Public, Commission No. CC 652360
(NAME OF NOTARY TYPED, PRINTED OR STAMPED)

Lucretia A. Meredith
(SIGNATURE OF NOTARY)

