

L97000000794

CAPITROLL, SERIES I, L.C.

5011 Ocean Boulevard, Suite 207

Sarasota, FL 34242

FILED
97 AUG 11 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 6, 1997

Secretary Of State - Division Of Corporations

AMENDMENTS SECTION

P O Box 6327

Tallahassee, FL 32314

000002263510--6
-08/11/97--01129--001
***113.50 ***113.50

Dear Madam or Sir:

Enclosed please find the Amended and Restated Articles of Organization for **Capitroll, Series I, L.C.** The original Articles were filed July 24, 1997, No. L97000000794. I am requesting that these Amended and Restated Articles be filed under the provisions of Chapter 608.411. The appropriate language for the amendments are included in the Amended and Restated Articles of Organization

Further, please find enclosed a check in the amount of \$113.50 for the following fees for filing these the Amended and Restated Articles of Organization.


Filing Fee	\$52.50
Certified Copy	52.50
Certificate of Status	<u>8.50</u>
Total Amount	<u>\$113.50</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 Boulevard, Suite 207
Sarasota, FL 34242
Tel. (941) 349-7404

V8 AUG 20 1997

Yours truly,


Richard L. Mooers
President
Mooers & Lange Incorporated
Member

Amended & Restated

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
Capitroll, Series I, L.C.**

FILED
97 AUG 11 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned has formed a Limited Liability Company pursuant to the Florida Limited Liability Company Act, F. S. Chapter 608, under the name of **Capitroll, Series I, L.C.** originally filed on July 24, 1997, No. L97000000794 and elects to have the effective date of these Amended and Restated Articles of Organization as of July, 24, 1997. The undersigned hereby makes acknowledgment of, and files the following Amended and Restated 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 Boulevard, Suite 207, Sarasota, FL 34242. The Company's registered agent is: Peter B. Lange, whose office is located at 5011 Ocean Boulevard, Suite 207, Sarasota, FL 34242, Telephone (941) 349-7404.

**ARTICLE III
DURATION**

Unless dissolved earlier, as allowed under the Operating Agreement, the Company will dissolve automatically on July 24, 2027. (30 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 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 these Articles 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 these Articles of Organization, or any amendment thereof;

N. Make and amend its regulations, not inconsistent with these 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 these 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 Articles 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 these Articles of Organization.

ARTICLE V MANAGEMENT

The Company is to be managed by the Manager in accordance with the Operating Agreement. The Manager who is to serve for the Company is as follows:

Mooers & Lange Incorporated
5011 Ocean Boulevard, Suite 207
Sarasota, FL 34242

ARTICLE VI CLASS OF MEMBERS

The Company shall have two classes of members, which shall be designated as Charter members and Additional members. The relative rights, obligations and preferences of the classes of membership shall be fixed by the Operating Agreement.

ARTICLE VII ADMISSION OF ADDITIONAL AND SUBSTITUTE MEMBERS

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

- (1) be permitted to take part in the control of the business or affairs of the Company;
- (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);

- (3) have the authority or power in his capacity as an Additional member or Substitute member to act as agent for or on behalf of the Company or any other member;
- (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 member or Substitute member may be granted the aforementioned participation rights should any one of the following occur:

- (1) such member shall be elected as a Manager by the members voting in a duly constituted meeting of such in accordance with the terms and conditions of the Operating Agreement;
- (2) such member becomes a Charter member by assignment of the original Charter members interest in accordance with the terms and conditions of the Operating Agreement; or
- (3) all members unanimously agree to such participation by voting in a duly constituted meeting the members.

ARTICLE VIII

MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, expulsion, bankruptcy, dissolution of a member who is also a Manager or occurrences of any other event which terminates the continued membership of a member who is also a Manager of 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 IX

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

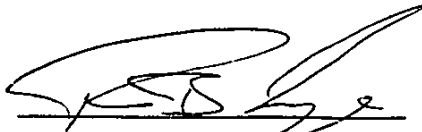
The undersigned authorized representative, for the purposes of execution of these Articles of Organization, of all Charter members of the Company deposes and says:

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

B. The total amount of cash contributed by the Charter members as of the formation of the Company is \$750. Mooers & Lange Incorporated and Geneva Capital, Inc. shall be deemed Charter members for purposes of these Articles of Organization and the Operating Agreement.

C. No property other than cash has been contributed to the Company as of the formation.

D. The total amount of cash or property anticipated to be contributed by all members is \$5,000,750.

A handwritten signature in black ink, appearing to read 'P. B. Lange', is written over a horizontal line.

PETER B. LANGE

DESIGNATED REPRESENTATIVE OF
Capitroll, Series I, L.C.

ARTICLE X AMENDMENTS

The members reserves the right to adopt, alter, amend or repeal, as provided for in the Operating Agreement, any provision contained in these Articles of Organization, or any amendment hereto, and any rights conferred upon members or provisions in the Operating Agreement. The Manager has no right to amend these Articles of Organization unilaterally except as provided in the Operating Agreement.

ARTICLE XI 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.

These Amended and Restated Articles of Organization are duly executed and filed by the members pursuant to Chapter 608.411, Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have hereunto set forth their hands and seals on this 6TH day of August, 1997.

GENEVA CAPITAL, INC.

Peter B. Lange
Peter B. Lange, its President

MOOERS & LANGE INCORPORATED

Richard L. Mooers
Richard L. Mooers, its President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Subscribed and sworn to (or affirmed) before me this 6TH day of AUGUST, 1997
by PETER BLANGE & RICHARD L. MOOERS President of Geneva Capital, Inc., and
Richard L. Mooers as President of MOOERS & LANGE INCORPORATED who is/are
personally known to me or has/have produced FLORIDA DRIVERS LICENSE as
identification.

(Type of identification)



Notary Public, Commission No. 5/23/98

(NAME OF NOTARY TYPED, PRINTED OR STAMPED)

Vivian Himes

(SIGNATURE OF NOTARY)

(NOTARY SEAL HERE)

Personally Known ☐ OR Produced Identification ☒

Type of Identification Produced FLD 4520-662-58-185-0
x98

Personally Known ☐ OR Produced Identification ☒

Type of Identification Produced FLD M 620-752-63-256-0
x02