

L970000000969



ACCOUNT NO. : 072100000032

REFERENCE : 517850 7103152

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 337.50

ORDER DATE : September 4, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 517850-005

CUSTOMER NO: 7103152

200002284812--9

CUSTOMER: Kenneth R. Johnson, Esq  
GOODLETTE COLEMAN & JOHNSON,  
P.A.  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: PERU ASSOCIATES, L.L.C.

EFFECTIVE DATE:

☒ ARTICLES OF ORGANIZATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED  
97 SEP -4 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN SEP - 4 1997

SN SEP - 4 1997

97 SEP - 4 PM 11:09  
TALLAHASSEE, FLORIDA

6

**ARTICLES OF ORGANIZATION  
OF  
PERU ASSOCIATES, L.L.C.**

**FILED**

97 SEP -4 PM 12:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be **PERU ASSOCIATES, L.L.C.**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The initial mailing address and street address of the principal office of the Company shall be **756 Brentwood Point, Naples, Florida 34110.**

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4001 Tamiami Trail North, Suite 300, Naples, Florida 34103**, and the name of the initial registered agent at such address is **Kenneth R. Johnson.**

**ARTICLE IV  
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company by vote of a majority in interest of the members or by reason of a transfer of a membership interest in whole or in part, as more fully described in and subject to the terms, conditions and consent requirements set forth in the Regulations of the Company. Newly admitted members shall have all the rights and privileges as set forth in the Regulations of the Company.

**ARTICLE V  
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing.

## ARTICLE VI DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to unanimously agree to continue the business of the Company provided there are at least two (2) remaining members.

## ARTICLE VII ADOPTION OF REGULATIONS

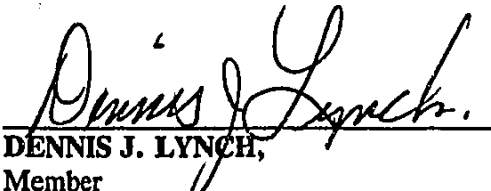
The initial Regulations of the Company shall be adopted by its initial members. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

## ARTICLE VIII INITIAL MATTERS

The company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be increased or decreased in accordance with the terms of the Regulations. The name and business address of the person who shall serve as manager until the first annual meeting of members and until his successor is elected and qualified is:

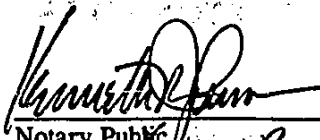
**Dennis J. Lynch**  
756 Brentwood Point  
Naples, Florida 34110

IN WITNESS WHEREOF, the undersigned, being a member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Act has executed these Articles of Organization as of this 15th day of August, 1997.

  
\_\_\_\_\_  
**DENNIS J. LYNCH,**  
Member

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 3<sup>RD</sup> day of September, 1997, by **DENNIS J. LYNCH**, (☒) who is personally known to me or (☐) who produced his drivers license as identification.



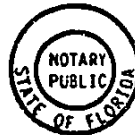
Notary Public

Print Name: Kenneth R. Johnson

State of Florida at Large

My Commission Expires:

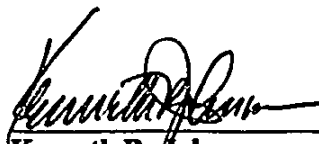
(Notary Seal)



KENNETH R. JOHNSON  
My Comm Exp. 4/16/98  
Bonded Thru General Ins.  
No. CC 357094  
☒ Personally Known ☐ Other I.D.

### ACCEPTANCE BY REGISTERED AGENT

I, **Kenneth R. Johnson**, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 am familiar with and accept the designations of my position as registered agent.

  
**Kenneth R. Johnson,**  
Registered Agent

**FILED**  
91 SEP -14 PM 12:25  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 3rd day of September 1997, by **KENNETH R. JOHNSON**, (X) who is personally known to me or ( ) who produced his drivers license as identification.



Notary Public

Print Name: HOLLY A. HARMON

State of Florida at Large

My Commission Expires:

(Notary Seal)



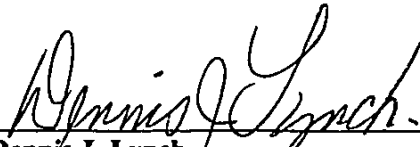
**HOLLY A. HARMON**  
My Commission CC338178  
Expires Dec. 20, 1997  
Bonded by HAI  
800-422-1555

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF PERU ASSOCIATES, L.L.C.**

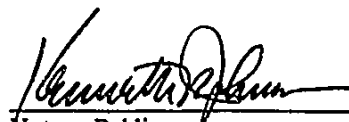
STATE OF FLORIDA  
COUNTY OF COLLIER

The undersigned, being a member of **PERU ASSOCIATES, L.L.C.**, a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby states the following:

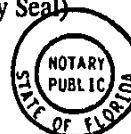
1. The name of the Limited Liability Company (the "Company") is **PERU ASSOCIATES, L.L.C.**
2. The Company has at least two members of which the undersigned is one.
3. The anticipated amount of contributions by the members is **\$732,500.00**.

  
Dennis J. Lynch

ACKNOWLEDGED before me on this 3<sup>RD</sup> day of SEPTEMBER, 1997, by **DENNIS J. LYNCH**, (☒) who is personally known to me or (☐) who produced his driver's license as identification.

  
Notary Public  
Print Name: Kenneth R. Johnson  
State of Florida at Large  
My Commission Expires:

(Notary Seal)



KENNETH R. JOHNSON  
My Comm Exp. 4/16/98  
Bonded Thru General Ins.  
No. CC 357094  
1 Personally Known 11 Other I.D.