



THE UNITED STATES  
CORPORATION  
COMPANY

L97000001025



THE UNITED STATES  
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 532505 81190A

AUTHORIZATION :

500002298075--4

-09/19/97--01076--008

COST LIMIT : \$ PP

\*\*\*\*285.00 \*\*\*\*285.00

ORDER DATE : September 17, 1997

ORDER TIME : 11:09 AM

ORDER NO. : 532505-005

CUSTOMER NO: 81190A

CUSTOMER: Thomas E. Moorey, Esq  
THOMAS E. MOOREY, ESQ

Suite 105  
1430 Royal Palm Square Blvd  
Ft. Myers, FL 33919

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R. AGENT FEE 25  
C. COPY  
TOTAL 285  
N. SARA  
BALANCE DUE  
REFUND

DOMESTIC FILING

NAME: RENAISSANCE JAZZ & BLUES CLUB,  
L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION.  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION  
OF  
RENAISSANCE JAZZ & BLUES CLUB, L.C.**

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**ARTICLE I**

**NAME**

The name of this Company is **RENAISSANCE JAZZ & BLUES CLUB, L.C.**

**ARTICLE II**

**PURPOSE**

This Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

**ARTICLE III**

**CAPITAL CONTRIBUTIONS**

Initial contributions to capital in an aggregate amount of One Thousand and 00/100 Dollars (\$1,000.00) shall be paid to this Company in cash or in property by the Members in such amounts as are set forth below:

ALLAN E. FOX	\$ 500.00
MARYNELL YAHL	\$ 500.00

From time to time, the Members may determine by a unanimous vote that

In the event of such a determination, this Company will notify each Member of such Member's obligations to make an additional contribution to capital. Each Member shall be required to make an additional contribution to capital in proportion to such Member's then existing non-returned, contributed capital, or in any other proportion which the Members may unanimously agree.

#### ARTICLE IV

##### ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE V

##### MANAGEMENT AND POWERS

The business of this Company shall be managed under the direction of one or more Managers. All powers of this Company shall be exercised only by or under the authority of such Managers, except as otherwise provided by law, these Articles of Organization, the Regulations or Operating Agreement of this Company. The following is a list of the names and addresses of each individual who shall serve as a Manager, at the pleasure of the Members, until the first annual meeting of Members:

NAME

ALLAN E. FOX

ADDRESS

5470 Harbour Castle Drive

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## **ARTICLE VI**

### **REGULATIONS AND OPERATING AGREEMENT**

The power to alter, amend or repeal the Regulations and Operating Agreement of this Company shall be vested solely in the Members.

## **ARTICLE VII**

### **PRINCIPAL PLACE OF BUSINESS AND**

### **INITIAL REGISTERED AGENT**

The street address of the principal place of business of this Company shall be 3591 Fowler Street, Fort Myers, Florida 33901, County of Lee, State of Florida.

This Company reserves the right, power and authority to establish branch offices at such places as may be designated by this Company. The initial registered agent of this Company shall be ALLAN E. FOX, whose street address is 3591 Fowler Street, Fort Myers, 33901, County of Lee, State of Florida.

## **ARTICLE VIII**

### **DURATION; DISSOLUTION**

This Company shall exist for a period of thirty (30) years, commencing on September 25, 1997, unless earlier terminated by the terms of this Article VIII. This Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining Members unanimously consent to the continued existence of this Company within ninety (90) days after the date of occurrence of such event. This Company shall be dissolved upon the unanimous consent of the Members.

## **ARTICLE IX**

### **AMENDMENT**

The power to alter, amend or repeal these Articles of Organization shall be

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that the foregoing constitutes the entire proposed Articles of Organization of this Company.

Executed by the undersigned at Fort Myers, Lee County, Florida, on this 15<sup>th</sup> day of September, 1997.

ALLAN E. FOX  
ALLAN E. FOX

MARYNELL YAHIL  
MARYNELL YAHIL

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9/15/97 11:48

STATE OF FLORIDA  
COUNTY OF LEE

Before me personally appeared ALLAN E. FOX, to me personally known, or who has produced personally known as identification, and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15<sup>th</sup> day of September, 1997.

Geraldine P. Talbert  
Notary Public

My Commission Expires:



STATE OF FLORIDA  
COUNTY OF LEE

Before me personally appeared MARYNELL YAHIL, to me personally known, or who has produced personally known as identification, and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

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The undersigned member or authorized representative of a member of  
**RENAISSANCE JAZZ & BLUES CLUB, L.C.**, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is One Thousand and 00/100 Dollars (\$1,000.00).
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is One Thousand and 00/100 Dollars (\$1,000.00). This total includes amounts from No. 2 and 3 above.



**ALLAN E. FOX**  
Member

**STATE OF FLORIDA**  
**COUNTY OF LEE**

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of  
September, 1997, by **ALLAN E. FOX**, who is personally known to me or who  
has produced personally known as identification.

  
Notary Public

My Commission Expires:



GERALDINE P. TALBERT  
COMMISSION # CCS81380  
EXPIRES SEP 19, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 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.

1. The name of the limited liability company is: **RENAISSANCE JAZZ & BLUES CLUB, L.C.**

2. The name and address of the registered agent and office is:

**ALLAN E. FOX**

3591 Fowler Street  
Fort Myers, Florida 33901

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 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.

*ALLAN E. FOX*  
ALLAN E. FOX

Date: *September 15, 1997*

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of September, 1997, by **ALLAN E. FOX**, who is personally known to