

L97000001032

LAW OFFICES
COTTRELL, WARCHOL and MERCHANT

JAMES L. COTTRELL
MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator
ROBERT E. BONE, JR.
TRACY L. COCHRAN

1633 SOUTHEAST 47TH TERRACE
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CAPE CORAL, FLORIDA 33910

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Limited Liability Company

RE: Galsterer Co., L.C.

700002295627--3
-09/17/97--01075--001
****346.25 ****346.25

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Organization of the above referenced company, together with a check in the amount of \$346.25, said check allocated as follows:

\$285.00 filing fee
\$ 52.50 Certified Copy
\$ 8.75 Certificate of Status

Please return a certified copy of the Articles of Organization to this office.

Thank you for your cooperation in this matter.

Very truly yours,

FILED
97 SEP 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Harvey Rollings
Available	9/15/97 Dec
Document	HR: dmd
Examiner	Enca DCC
Mediator	DCC
Verifier	DCC
Adm. Agent	DCC
W. P. Verifier	DCC

L97000001032

ARTICLES OF ORGANIZATION OF
GALSTERER CO., 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 GALSTERER CO., L. C., and its principal office shall be located at 1696 S. Hermitage, in the City of Fort Myers, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address is the same.

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 of the rights and property so acquired.

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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 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:

Maureen G. Galsterer
1696 S. Hermitage
Fort Myers, Florida 33919

Jeffrey R. Galsterer
1696 S. Hermitage
Fort Myers, Florida 33919

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 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 \$1,000.00 cash shall be paid to the limited liability company by the two 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 an equal distributive share of the profits or to the distributive share of the profits .

(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 in equal shares.

ARTICLE VIII DURATION

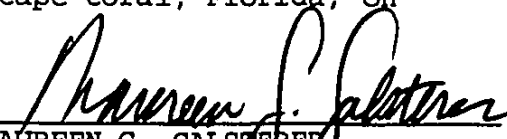
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1696 S. Hermitage, City of Fort Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Maureen G. Galsterer.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of GALSTERER CO., L. C.

Executed by the undersigned at Cape Coral, Florida, on September 15, 1997.


MAUREEN G. GALSTERER


JEFFREY R. GALSTERER

FILED
SEP 17 1997
CLERK OF COURT
FORT MYERS, FLORIDA

State of Florida

SS

County of Lee


Pursuant to the provisions of Sections 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 GALSTERER CO., L.C..


The name of the registered agent for GALSTERER CO., L.C. is MAUREEN G. GALSTERER and the street address of the company's principal office where the agent is located is 1696 S. Hermitage, Fort Myers, Florida 33919.

This statement is to acknowledge that, as indicated above, GALSTERER CO., L.C. has appointed me, MAUREEN G. GALSTERER, 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 9.15.97.

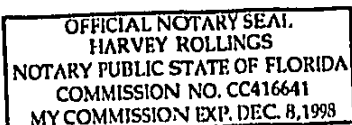

MAUREEN G. GALSTERER

The foregoing instrument was acknowledged before me this 15 day of September, 1997, by MAUREEN G. GALSTERER, agent on behalf of GALSTERER CO., L.C., a limited liability company. She is personally known to me or has produced Driver License as identification.


Notary Public
Print Name: Harvey Rollings

My Commission Expires:

(Seal)



State of Florida

SS

County of Lee

In compliance with FS §608.407(2), the undersigned member or authorized representative of a member of GALSTERER CO., L.C. deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$2,000.00.

3. If any, the agreed value of property other than cash contributed by the members is \$ n/a. A description of the property is attached as Exhibit -- and made a part of this affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$2,000.00. This total includes the amounts from 2 and 3 above.

Maureen G. Galsterer
MAUREEN G. GALSTERER
FILED
97 SEP 17 PM 3:00
LEE COUNTY FLORIDA

15th The foregoing instrument was acknowledged before me this day of September, 1997, by MAUREEN G. GALSTERER, member, on behalf of GALSTERER CO., a limited liability company. She is personally known to me or has produced Driver License as identification.

Harvey Rollings
Notary Public
Print Name: HARVEY ROLLINGS

My Commission Expires:

(Seal)

OFFICIAL NOTARY SEAL
HARVEY ROLLINGS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC416641
MY COMMISSION EXP. DEC. 8, 1998