

L97000001072



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 543086 7116563

AUTHORIZATION :

COST LIMIT : \$ 285.00

*Patricia Piggitt*

ORDER DATE : September 25, 1997

ORDER TIME : 4:32 PM

ORDER NO. : 543086-005

CUSTOMER NO: 7116563

700002304307--1

CUSTOMER: Samuel D. Ballen, Esq  
SAMUEL D. BALLEEN, ESQ

Suite 324 Atrium  
2255 Glades Road  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: HB STABLES, LLC

EFFECTIVE DATE:

X        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
X        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: *g/l*

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97 SEP 26 AM 10:58

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DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION  
OF  
HB STABLES, LLC**

**ARTICLE I**

The name of the limited liability company is HB Stables, LLC.

**ARTICLE II**

The period of the limited liability company's duration shall be thirty (30) years from the date of the filing of these Articles of Organization with the Department of State.

**ARTICLE III**

The purpose for which this limited liability company is organized is to engage in the business of competitively racing horses for financial gain.

**ARTICLE IV**

The address of this limited liability company in the state is 2255 Glades Road, Suite 324 Atrium, Boca Raton, FL 33431.

The name and address of the initial registered agent is Samuel D. Ballen, Esq., 2255 Glades Road, Suite 324 Atrium, Boca Raton, FL 33431.

**ARTICLE V**

The total amount of cash is \$100.00, and there is no other property being contributed to the limited liability company. The contribution of each member is as follows:

<u>Member</u>	<u>Cash Contribution</u>	<u>Pro-Rata Share</u>
Howard I. Belford	\$50.00	50.0%
Deborah F. Belford	<u>\$50.00</u>	<u>50.0%</u>
	\$100.00	100.0%

**ARTICLE VI**

There are no additional contributions to be made by the members.

**ARTICLE VII**

The members shall maintain the right to admit additional members.

**ARTICLE VIII**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.

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#### ARTICLE IX

The management of the limited liability company is reserved to the initial members, Howard Belford and Deborah F. Belford. The names and addresses of the members are:

<u>Name</u>	<u>Address</u>
Howard I. Belford	2255 Glades Road, Suite 324 Atrium, Boca Raton, FL 33431
Deborah F. Belford	2255 Glades Road, Suite 324 Atrium, Boca Raton, FL 33431

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#### ARTICLE X

Notwithstanding any other provision of these Articles or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more Members therefore allowing for the allocation to the Member or Members that bear the economic risk of loss of such property/debt.

Samuel D. Ballen

Samuel D. Ballen, Esq.

Samuel D. Ballen, P.A.

Attorney for and Authorized Agent  
of the Members of HB Stables, LLC  
2255 Glades Road, Suite 324 Atrium  
Boca Raton, FL 33431  
(561) 479-1646  
Fla. Bar No. 963704

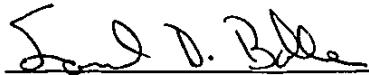
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of the members of HB Stables, LLC, 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 \$100.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$0.00. 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 \$100.00. This total includes amounts from 2 and 3 above.



Samuel D. Ballen, Esq.  
Samuel D. Ballen, P.A.  
Attorney for and Authorized Agent  
of the Members of HB Stables, LLC  
2255 Glades Road, Suite 324 Atrium  
Boca Raton, FL 33431  
(561) 479-1646  
Fla. Bar No. 963704

9/24/97  
Date

Signature of a member or authorized representative of a member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

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 HB Stables, Inc., LLC
2. The name and address of the registered agent and office is:

Samuel D. Ballen, Esq.

(Name)

2255 Glades Road, Suite 324 Atrium

(P.O. Box not acceptable)

Boca Raton, Florida 33431

(City/State/Zip)

*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.*

(Signature)

*SD Ballen*

(Date)

**FILING FEE: \$35 for Designation of Registered Agent**

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