

L97000001108



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 554819 123706A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM 3:00

ORDER DATE : October 6, 1997

ORDER TIME : 12:09 PM

ORDER NO. : 554819-005

CUSTOMER NO: 123706A

000002312800--2

CUSTOMER: David E. Olmsted, Esq
DAVID E. OLMSTED, P.A.

Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: UNITED CAPITAL FUND, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ 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 *MP*

10/6/97

RECEIVED
97 OCT -6 PM 1:09

**ARTICLES OF ORGANIZATION
OF
UNITED CAPITAL FUND, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

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ARTICLE I -- NAME

The name of the limited liability company shall be UNITED CAPITAL FUND, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 18501 Murdock Circle, Suite 302, Port Charlotte, FL 33948.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than ten (10) years from the date of filing these Articles of Organization unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is 18501 Murdock Circle, Suite 302, Port Charlotte, FL 33948, and the registered agent shall be DANIEL B. PLATT.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the

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.

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ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These 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. The company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of the members or until a successor is elected and qualified is as follows:

DANIEL B. PLATT
18501 Murdock Circle Suite 302
Port Charlotte, FL 33948


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Port Charlotte, Florida, on this 31st day of October, 1997.



Daniel B. Platt
Organizer

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Sworn to (or affirmed) and subscribed before me this 3 day of OCT, 1997, by
DANIEL B. PLATT.

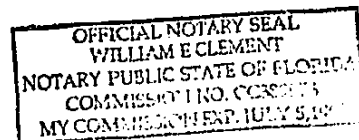


Notary Public – State of Florida

Personally Known ☒ OR Produced Identification

Type of Identification Produced

(SEAL)



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of UNITED CAPITAL FUND, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Dated this 3rd day of October, 1997.



Daniel B. Platt

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EXHIBIT "A"

Capital Contributions of Members

NAME AND ADDRESS

AMOUNT

DANIEL B. PLATT
18501 Murdock Circle
Suite 302
Port Charlotte, FL 33948

\$1,000.00

WILLIAM E. CLEMENT
18501 Murdock Circle
Suite 302
Port Charlotte, FL 33948

\$1,000.00

CHAD R. COOK
18501 Murdock Circle
Suite 302
Port Charlotte, FL 33948

\$1,000.00

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of UNITED CAPITAL FUND, 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 \$3,000.00
3. The total amount of cash anticipated to be contributed by members(s) is \$500,000.00

No property is being contributed by the members.

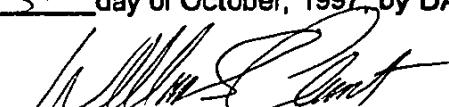
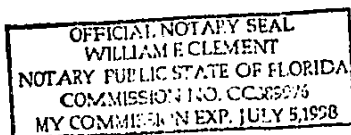
THE AFFIANT SAYS NOTHING FURTHER



Daniel B. Platt, Applicant

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Sworn to and subscribed before me this 3rd day of October, 1997, by DANIEL B. PLATT, who is personally known to me.



Notary Public -- State of Florida

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