



**THE UNITED STATES  
CORPORATION  
COMPANY**

# L97000001235

ACCOUNT NO. : 072100000032

REFERENCE : 588313 9081A

AUTHORIZATION :

COST LIMIT : \$ PPD

500002342095--8  
-11/07/97--01107--016  
\*\*\*337.50 \*\*\*337.50

ORDER DATE : November 4, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 588313-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Lisa K. Johnson  
MACLEAN & EMA

2600 Ne 14th Street Causeway  
Pompano Beach, FL 33062

G. TAX	250.00
FILING	35.00
R. AGENT FEE	52.50
C. COPY	337.50
TOTAL	
V. BANK	
BALANCE DUE	
REFUND	

**FILED**  
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TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: RODGERS INVESTMENTS PENSACOLA,  
L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: ...

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

**RECEIVED**  
97 NOV -4 AM 11:27  
DIVISION OF CORPORATION

33062

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11/4/97

Bh



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 4, 1997

ANDREW CUMPER  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: RODGERS INVESTMENTS PENSACOLA, L.C.  
Ref. Number: W97000025026

**FILED**  
97 NOV -4 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for RODGERS INVESTMENTS PENSACOLA, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

In addition to the ARTICLES OF ORGANIZATION, the company must also submit an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use our attached form, or you may draw up your own AFFIDAVIT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 297A00053344

**RESUBMIT**

Please give original  
submission date as file date.

**RECEIVED**  
97 NOV -5 AM 11:59  
DIVISION OF CORPORATIONS

# ARTICLES OF ORGANIZATION OF RODGERS INVESTMENTS PENSACOLA, 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 RODGERS INVESTMENTS PENSACOLA, L. C., and its principal office shall be located at 2631 N.E. 5th Street in the City of Pompano Beach, County of Broward, 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. This is also the partnership's mailing address. The ZIPCODE for the address is 33062.

## 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.
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 and the names and addresses of the initial members are as follows: Kenneth D. Rodgers, Jr., 2631 N.E. 5th Street, Pompano Beach, Florida 33062 and Lloyd Kevin Rodgers, 2515 Highbrook Trail, Deluth, Georgia 30097.

#### 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 consent of all 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 **\$100.00** cash or equivalent property, services rendered, or a promise to make such contributions, 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

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CLERK OF STATE  
TALLAHASSEE FLORIDA

be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(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, the members in equal shares.

## ARTICLE VIII

### DURATION

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


## ARTICLE IX

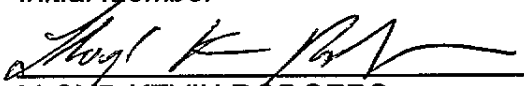
### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2631 N.E. 5th Street, City of Pompano Beach, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is Kenneth D. Rodgers, Jr.

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

Executed by the undersigned at Pompano Beach, Florida on November 3, 1997 and Deluth, Georgia on October 28, 1997, respectively.

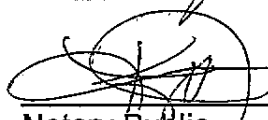
  
KENNETH D. RODGERS, JR.  
Initial Member

  
LLOYD KEVIN RODGERS  
Initial Member

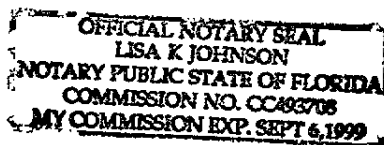
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3rd day of November, 1997 by KENNETH D. RODGERS, JR. who is/are personally known to me or who produced personally known as \_\_\_\_\_ identification.

  
\_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_

My Commission Expires:



(SEAL)

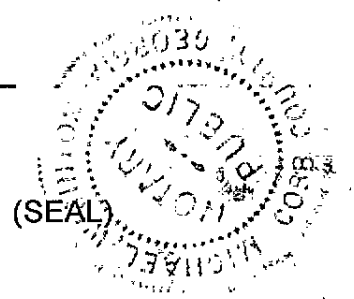
STATE OF GEORGIA

COUNTY OF **GWINNETT**

The foregoing instrument was acknowledged before me this 28 day of October, 1997 by LLOYD KEVIN RODGERS, who is/are personally known to me or who produced GA DL as \_\_\_\_\_ identification.

  
\_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_

My Commission Expires: Notary Public, Cobb County, Georgia  
My Commission Expires May 21, 1999



(SEAL)

# STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

FILED  
97 NOV -4 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF BROWARD

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 RODGERS INVESTMENTS PENSACOLA, L.C.

The name of the registered agent for RODGERS INVESTMENTS PENSACOLA, L.C, is KENNETH D. RODGERS, JR. and the street address of the company's principal office where the agent is located is 2631 N.E. 5th Street, Pompano Beach, Florida, 33062.

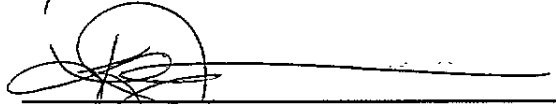
This statement is to acknowledge that, as indicated above, RODGERS INVESTMENTS PENSACOLA, L.C. has appointed me, KENNETH D. RODGERS, JR., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent 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: 11-3-97



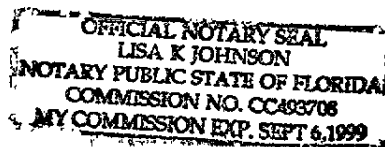
KENNETH D. RODGERS, JR.

The foregoing instrument was acknowledged before me this 3rd day of November, 1997 by KENNETH D. RODGERS, JR., agent on behalf of RODGERS INVESTMENTS PENSACOLA, L.C., a limited liability company. He is personally known to me or has produced Personally Known as identification.

  
Notary Public

My Commission Expires:

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(Seal)



# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

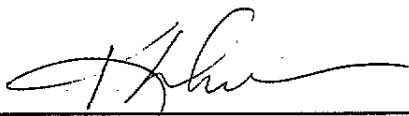
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SECRETARY OF STATE  
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STATE OF FLORIDA

COUNTY OF BROWARD

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

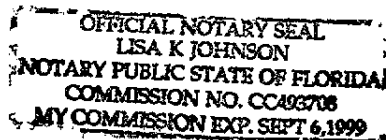
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$ 200,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ 0.00. A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 200,000.00. This total includes the amounts from 2 and 3 above.

  
KENNETH D. RODGERS, JR.

The foregoing instrument was acknowledged before me this 3rd day of November, 1997 by KENNETH D. RODGERS, JR. on behalf of RODGERS INVESTMENTS PENSACOLA, L.C., a limited liability company. He is personally known to me or has produced his personally known as identification.

  
Notary Public

My Commission Expires:



(Seal)

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