

L97000001240

UNITED STATES
INCORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 591908 4718535

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 6, 1997

ORDER TIME : 12:0 PM

ORDER NO. : 591908-005

CUSTOMER NO: 4718535

CUSTOMER: Mr. Gary K. Wilson
PORTER WRIGHT MORRIS & ARTHUR

Suite 400
4501 Tamiami Trail North
Naples, FL 34103

300002342749--6
-11/10/97--01070--019
***285.00 ***285.00

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97 NOV -6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: ABCO REAL ESTATE DEVELOPMENT,
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: Jeanine Glisar

EXAMINER'S INITIALS:

D. TAX _____
FILING _____ 2.50
R. AGENT FEE _____ 35
C. COPY _____ 285
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

RECORDED
97 NOV -6 PM 1:37
DIVISION OF CONSERVATION
11/6/97

**ARTICLES OF ORGANIZATION
FOR
ABCO REAL ESTATE DEVELOPMENT, L.C.**

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

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TALLAHASSEE FL 32304

1. **Name.** The name of this company shall be ABCO REAL ESTATE DEVELOPMENT, L.C.

2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. **Mailing address.** The mailing address is 1235 Foxfire Lane, Naples, Florida 34104. The street address is 1235 Foxfire Lane, Naples, Florida 34104.

4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: Gary K. Wilson, 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon written application of such new Member, in the manner set forth in the Bylaws of this Company.

6. **Right to Continue Business.** The Remaining members may continue the Business 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 company.

7. **Management of the Company.** The company is to be managed by a manager. The name(s) and address(es) of the manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

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Name(s)

Address(es)

John P. Chrisemer

1235 Foxfire Lane
Naples, Florida 34104

David E. Fisher

1235 Foxfire Lane
Naples, Florida 34104

8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

11. **Contracting Debt.** Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

12. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them.

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded.

(c) these articles of organization are cancelled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Member has hereunto set his hand and seals this 4th day of November 1992.


Member

Having been named as Registered Agent and to accept service of process of the above stated limited liability company, 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

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**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.

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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is:

ABCO REAL ESTATE DEVELOPMENT COMPANY, L.C.

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

Gary K. Wilson
4501 Tamiami Trail North
Suite 400
Naples, Florida 34103

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)

November 4, 1997
(DATE)

Filing Fee: \$35.00 for Designation of Registered Agent


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of ABCO REAL ESTATE DEVELOPMENT, L. C. deposes and says:

- 1) the above named limited liability company has three members, namely


David Fisher	-	33-1/3%
Jason A. Chrisemer	-	33-1/3%
John P. Chrisemer	-	33-1/3%
- 2) the total amount of cash contributed by the members is \$100.00
- 3) if any, the agreed value of property other than cash contributed by members is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by members is \$100.00
This total includes amounts from 2 and 3 above.


DAVID FISHER, Member

SWORN TO AND SUBSCRIBED before me on this 4 day of NOVEMBER, 1997, by DAVID FISHER, who (1) is personally known to me or who (2) produced _____ as identification.



GARY K. WILSON
MY COMMISSION # CC470112 EXPIRES
June 8, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


Signature of Notary Public
GARY K. WILSON
Printed Name of Notary Public
Commission No: CC 470112