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December 2, 1997

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****337.50 ****337.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: REDFISH LIMITED COMPANY, a limited liability company

Dear Sir or Madam:

I enclose an original and one copy of the Articles of Organization for the above referenced limited liability company together with the Certificate of Designation and Acceptance of the Registered Agent. Additionally, I enclose a check in the amount of \$337.50 for expenses as follows:

Filing Fee	\$250.00
Certified Copy	52.50
Resident Agent Designation	35.00

If everything meets with your approval, please return a certified copy to this office. Thank you.

Sincerely,

Ralph A. Richardson/mh

RALPH A. RICHARDSON
RAR/mh
3024.7602
Enclosures

L97-1378

Name Availability	<i>OR</i>
Document Examiner	<i>OR</i>
Updater	<i>OR</i>
Updater Verifier	<i>OR</i>
Acknowledging	<i>OR</i>
W. P. Verity	<i>OR</i>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

REDFISH LIMITED COMPANY, a limited liability Company

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 AND MAILING ADDRESS

The name of the limited liability company shall be **REDFISH LIMITED COMPANY**, and its principal office shall be located at 24565 Kingfish Street, in Bonita Springs, County of Lee, State of Florida, 34134 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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 corporation, 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 limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III
EXERCISE OF POWERS

All limited liability company powers and the business and affairs of this limited liability company shall be managed under the directions of a majority 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:

- (1) JAMES E. ALLEN, whose address is: 24565 Kingfish Street, Bonita Springs, Florida 34134;
- (2) KEVIN D. REARSON, whose address is: 24577 Redfish Street, Bonita Springs, Florida 34134;
- (3) CARL E. ROSE, whose address is: 1643 Eason, Waterford, Michigan 48328;

ARTICLE V
MEMBERSHIP RESTRICTIONS

- (1) 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.
- (2) A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.
- (3) 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.

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ARTICLE VI
CAPITAL CONTRIBUTIONS

(1) The initial capital of this limited liability company shall consist of the sum of \$22,500.00, which shall be contributed by the members in the following amounts:

(a) JAMES E. ALLEN,	33 1/3%	\$7,500.00
(b) KEVIN D. REARDON	33 1/3%	\$7,500.00
(c) CARL E. ROSE,	33 1/3%	\$7,500.00

(2) No member shall be entitled to receive interest on his/her contribution to capital.

(3) Calls for additional contributions may be made by the limited liability company, and shall be paid in the same percentages as above set forth.

ARTICLE VII
PROFITS AND LOSSES

(1) 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 their proportional percentage distributive share of the profits based the percentage of capital contributions. The distributive share of the profits shall be determined and paid to the members annually, or on such other dates as they may agree in writing during each year or on the anniversary date of the commencement of business of the limited liability company.

(2) 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. Each member shall be entitled to their proportional percentage distributive share of the losses based on the percentage of capital contributions. The distributive share of the losses shall be determined and paid by the members annually, or on such other dates as they may agree in writing during each year or on the anniversary date of the commencement of business of the limited liability company.

ARTICLE VIII

DURATION

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

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ARTICLE IX

INITIAL REGISTERS OFFICE AND REGISTERED AGENT

The address of the initial registers office of the limited liability company is: 24565 Kingfish Street, Bonita Springs, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is JAMES E. ALLEN.

ARTICLE X

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this limited liability company may remain in existence and continue in business pursuant to the applicable provisions of the Regulations and pursuant to Article XI below.

ARTICLE XI

DISSOLUTION, WINDING UP, LIQUIDATIONS

(1) The limited liability company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the company:

- (a) Death, disability, or bankruptcy of a member;
- (b) Withdrawal, retirement, or expulsion of a member;
- (c) Unanimous written consent of the members.

(2) The remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

(3) If the remaining members elect to continue the company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, and determined below, as of the date of the events numerated above. Payment shall be made within three (3) months.

(4) The value of a member's interest in the limited liability company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

(5) On dissolution of the limited liability company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (a) Amounts owing to creditors other than members;
- (b) Amounts owing to members other than for capital and profits;
- (c) Amounts owing to members in respect to capital;
- (d) Amounts owing to members in respect to profits.

ARTICLE XII AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Secretary of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 10th day of November, 1997.

Margaret Healy
Witness
Margaret Healy
Printed Name

J E Allen
JAMES E. ALLEN

Linda L. Conway
Witness
LINDA L. CONWAY
Printed Name

Kevin D. Reardon
KEVIN D. REARDON

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Organization of REDFISH LIMITED COMPANY, were acknowledged before me this 10th day of November, 1997 by JAMES E. ALLEN and KEVIN D. REARDON,

☒ who are personally known to me and/or
☐ who have produced their _____ as
identification.

Margaret Healy
Notary Public
Margaret Healy
Printed Name
MY COMMISSION EXPIRES:



Additional signature and notarial on next page

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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 29th day of October, 1997.

Peter Pine

Witness

PETER LINE

Printed Name

Neal Feltman

Witness

NEAL FELTMAN

Printed Name

Carl E. Rose

CARL E. ROSE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MICHIGAN
COUNTY OF OAKLAND

The foregoing Articles of Organization of REDFISH LIMITED COMPANY, were acknowledged before me this 29th day of October, 1997, by CARL E. ROSE,

☒ who is personally known to me and/or
☐ who has produced his _____ as
identification.

Marci J. Ledgerwood

Notary Public

MARCI J. LEDGERWOOD

Printed Name

My Commission Expires:

MARCI J. LEDGERWOOD
Notary Public, Oakland County, MI
My Commission Expires June 29, 1998



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

In compliance with Florida Statutes Section 608.407(2), the undersigned members or authorized representatives of the members of REDFISH LIMITED COMPANY, a limited liability company depose and say:

- (1) The limited liability company identified above has at least three (3) members.
- (2) The total amount of cash contributed by the members is \$22,500.00.
- (3) If any, the agreed value of property other than cash contributed by the members is \$ -0-. A description of the property is attached as Exhibit "A" and made part of this affidavit.
- (4) The total amount of cash or property anticipated to be contributed by the members is \$ 22,500.00. This total includes the amounts from 2 and 3 above.

Margaret Healy
Witness as to both
Margaret Healy
Printed Name
Linda L. Conway
Witness as to both
LINDA L. CONWAY
Printed Name

STATE OF FLORIDA
COUNTY OF LEE

J E Allen
JAMES E. ALLEN

Kevin D. Reardon
KEVIN D. REARDON

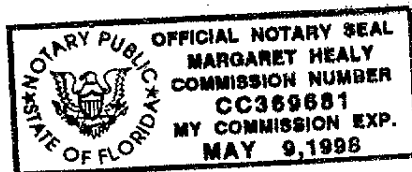
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TALLAHASSEE, FLORIDA

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The foregoing instrument was acknowledged before me this 10th day of October, 1997, by JAMES E. ALLEN and KEVIN D. REARDON, on behalf of REDFISH LIMITED COMPANY, limited liability company.

[X] who are personally known to me and/or
[] who have produced their _____ as
identification.



Margaret Healy
Notary Public

Margaret Healy
Printed Name

My Commission Expires: 5/9/98

Additional signature and notarial on next page

Peter Lin

Witness

PETER LINE

Printed Name

Neal Feldman

Witness

NEAL FELDMAN

Printed Name

Carl E. Rose

CARL E. ROSE

STATE OF MICHIGAN

COUNTY OF OAKLAND

The foregoing instrument was acknowledged before me this 29th day of October, 1997, by CARL E. ROSE, on behalf of REDFISH LIMITED COMPANY, limited liability company.

[X]
[]

who is personally known to me and/or
who has produced his
identification.

as

Margi J. Ledgerwood

Notary Public

MARGI J. LEDGERWOOD

Printed Name

My Commission Expires:

MARGI J. LEDGERWOOD

Notary Public, Oakland County, MI

My Commission Expires June 29, 1998

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.407, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating their office/registered agent, in the State of Florida.


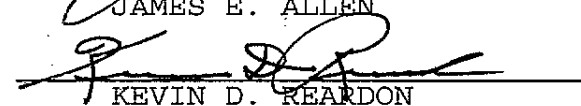
. The name of the limited liability company is:

REDFISH LIMITED COMPANY, a limited liability company

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

JAMES E. ALLEN
24565 Kingfish Street
Bonita Springs, Florida 34134

November
~~October~~ 10, 1997


JAMES E. ALLEN

KEVIN D. REARDON

CARL E. ROSE

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.


JAMES E. ALLEN

Date: November
~~October~~ 10, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.407, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating their office/registered agent, in the State of Florida.

. The name of the limited liability company is:

REDFISH LIMITED COMPANY, a limited liability company

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

JAMES E. ALLEN
24565 Kingfish Street
Bonita Springs, Florida 34134

October 29, 1997

JAMES E. ALLEN

KEVIN D. REARDON



CARL E. ROSE

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.

JAMES E. ALLEN

Date: October _____, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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