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**ARTICLES OF ORGANIZATION OF  
FLORIDA GULF COAST TITLE AGENCY, 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 FLORIDA GULF COAST TITLE AGENCY, L.C., and its principal office, mailing and street address is 4223 Del Prado Boulevard, Suite D, in the City of Cape Coral, County of Lee, State of Florida, 33904, 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. To engage in the activity of Title insurance agency within the State of Florida and for the issuance and countersigning of binders, commitments, policies of title insurance by the designated person so appointed in writing by a title insurer authorized to do business in Florida.
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

Prepared by:  
M. Daniel Sasso, P.A.  
4223 Del Prado Boulevard  
Cape Coral, Florida 33904  
941-542-1355  
Florida Bar #212377

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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 along 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

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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

#### 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 written 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.

The Regulations may establish one or more classes or groups of one or more members having the relative rights power and duties, including voting rights, and may provide for the future creation of additional classes or groups of members having the relative rights powers and duties, expressed either in the Regulations or at the time of creation of such classes or groups of Members. The rights, powers or duties of a class or group of members may be senior to those of one or more existing classes or groups of members.

Cumulative voting in the election of managers is expressly prohibited.

All members by reason of holding a unit or other membership interest in the company shall have a pre-emptive, preferential or other right to acquire additional interests in the company and a right to subscribe to or acquire additional membership interests in the company (or any security of the company convertible into or carrying such a right), in the same proportion as they hold at the time any additional interest may be extended or permitted.

Members: The members shall be:

- A. The Law Firm of Thomas E. Shipp, Jr. & Associates, P.A., 4223 Del Prado Blvd., Cape Coral, Florida, 33904;
- B. M. Daniel Sasso, P.A., 4223 Del Prado, Blvd., Cape Coral, Florida, 33904;

Management: The company is to be managed by managers and the names and addresses of

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such managers who are to serve until the first annual meeting of members or until their successors are elected and qualify are:

- A. The Law Firm of Thomas E. Shipp, Jr. & Associates, P.A., 4223 Del Prado Blvd., Cape Coral, Florida, 33904;
- B. M. Daniel Sasso, P.A., 4223 Del Prado Blvd., Cape Coral, Florida, 33904;
- C. Jerome J. Ladner, 3703 SE 16<sup>th</sup> Place, Cape Coral, Florida, 33904.

#### ARTICLE V

#### CAPITAL CONTRIBUTIONS; ADDITIONAL FUNDS @ CAPITAL ACCOUNTS

##### Initial Capital Contributions.

- (a) Upon execution of this Agreement, each Member shall contribute to the capital of the Company cash in the amount set forth opposite his/her name under the heading "Initial Capital Contributions" on Exhibit A.
- (b) Upon execution of these articles each Member shall contribute to the capital of the Company his/her rights, title and interest in and to all of the property listed on Exhibit B attached ( free and clear of all liens, encumbrances, easements, restrictions, leases, tenancies and claims of occupancy.) The agreed fair market value and adjusted tax basis of such property are \$8,000.00.

##### Additional Funds and Capital Contributions.

- (a) In addition to the initial capital contributions required and set forth above, each Member shall contribute periodic amounts to capital as decided in the future by (b) set out hereinafter.
- (b) If, at any time or from time to time, additional funds are necessary to pay the debts and obligations or to maintain the financial integrity of the Company, the Members shall, in the name and on behalf of the Company, use their best efforts to borrow such funds from commercial banks, lending institutions and/or other persons, including any Member. If the Members are not able to borrow such funds on reasonably acceptable terms and conditions, the Members shall contribute to the capital of or loan to the company cash in amounts proportionate to their respective Members' Percentages (or as otherwise agreed) within fifteen (15) days after the date of notice from the Members requesting such additional contributions or loans.

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Limitation on Additional Contributions, Loans, etc. Except as expressly provided in these articles and agreed to in writing by a Member, no Member shall be required to make any loan, advance or contribution to the capital of the Company.

Return of Capital: Interest on Capital. No Members shall have any right to require or demand the return of or withdraw all or any part of his/her capital contributions or to receive interest with respect thereto.

Non-Cash Distributions. Except as expressly provided in these articles, no Member shall have the right to demand or receive property other than cash as a distribution or otherwise from the Company.

Delinquency in Making Contributions. If a Member (a "Delinquent Member") fails to make any capital contribution, advance or loan in the manner and at the time required by these articles, then, until such failure is cured, a partner or partners who have contributed the share of the delinquent partner may consider the sums so advanced as loans to the partnership to bear simple annual interest at 10% with payment to be made of interest only at quarterly intervals simultaneous with the regular division of profits and losses if any; the non contributing partner may pay up his/ her share at any time therein. At the end of 3 months, should the non contributing partner still fail to cure his/ her delinquency, then their share of profit or investment distribution shall continue to be decreased each quarter by the amount that remains delinquent, which amount shall be paid over to the contributing parties. In the event that there are no profits available for distribution at the end of the 6 month interval herein, and the defaulting party(s) refuses to make up the delinquency, their capital account/ membership interest, and profit distribution shall be permanently decreased by the amount of the default, and the contributing party(s) shares shall be similarly increased. What is contained herein shall increase or decrease the proportionate liability of the parties hereto for losses suffered or sustained by the Corporation or as set forth below under Article VI (b) of the Articles of Organization.

## ARTICLE VI

### 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 be entitled to the distributive share of the profits specified as follows:

M. Daniel Sasso, P.A.- 50%

The Law Firm of Thomas E. Shipp, Jr. & Associates, P.A. - 50%

The distributive share of the profits shall be determined and paid to the members quarter annually with the final quarter terminating as soon as possible after December 31 however the exact dates of payment shall be determined yearly by the limited liability company's accountant.

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(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, by the members in the following shares:

M. Daniel Sasso, P.A. - 50%  
The Law Firm of Thomas E. Shipp, Jr. & Associates, P.A. - 50%

#### ARTICLE VII

##### 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.

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is Suite A, 4223 Del Prado, Blvd, City of Cape Coral, County of Lee, State of Florida, 33904, and the name of the company's initial registered agent at that address is M. DANIEL SASSO.

#### ARTICLE IX

The Regulations may provide that any action required or permitted to be taken at a meeting of members may be taken without a meeting if a written consent thereto shall be signed by members entitled to vote thereon having not less than the minimum number of votes that would be necessary to take such action at a meeting.

#### ARTICLE X

The power to adopt, alter, amend or repeal the Regulations of the company shall be vested in the manager or managers of the company, subject to any power expressly vested by the Regulations in the members to adopt, alter, amend or repeal the Regulations.

#### ARTICLE XI

The Articles of Organization may be amended from time to time as provided by the Regulations.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FLORIDA GULF COAST TITLE AGENCY, L.C.

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Executed by the undersigned at Cape Coral, Lee County, Florida, on January 8, 1998.

The Law Firm of  
Thomas E. Shipp, Jr. & Associates, P.A.

By: 

Thomas E. Shipp, President

M. Daniel Sasso, P.A.

By: 

M. Daniel Sasso, President

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EXHIBIT A

INITIAL CAPITAL CONTRIBUTIONS - CASH

MEMBERS, INITIAL CAPITAL CONTRIBUTIONS, MEMBERS' PERCENTAGES

<u>Names &amp; Addresses of Members</u>	<u>Initial Capital Cash-Contribution</u>
The Law Firm of Thomas E. Shipp, Jr. & Associates, P.A. 4223 Del Prado Blvd, Cape Coral, FL 33904	- 0 -
M. Daniel Sasso, P.A. 4223 Del Prado, Blvd, Cape Coral FL. 33904	- \$8,000.00-
<b>TOTAL INITIAL CONTRIBUTION</b>	<b>\$8,000.00</b>

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

**STATE OF FLORIDA  
COUNTY OF LEE**

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of FLORIDA GULF COAST TITLE AGENCY, INC. 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 \$8,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$8,000.00. 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 \$16,000.00. This total includes the amounts from 2 and 3 above.

  
M. DANIEL SASSO, Member

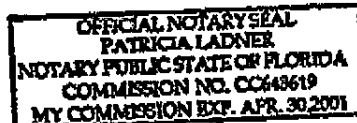
The foregoing instrument was acknowledged before me this 8 day of January, 1998, by M. DANIEL SASSO, member on behalf of FLORIDA GULF COAST TITLE AGENCY, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC

My commission expires:

PATRICIA LADNER  
(Printed Name of Notary Public)

(Exhibits Attached)



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EXHIBIT A

INITIAL CAPITAL CONTRIBUTIONS - CASH

MEMBERS, INITIAL CAPITAL CONTRIBUTIONS, MEMBERS' PERCENTAGES

<u>Names &amp; Addresses of Members</u>	<u>Initial Capital Cash-Contribution</u>
The Law Firm of Thomas E. Shipp, Jr. & Associates, P.A. 4223 Del Prado Blvd, Cape Coral, FL 33904	- 0 -
M. Daniel Sasso, P.A. 4223 Del Prado, Blvd, Cape Coral FL. 33904	- \$8,000.00-
<b>TOTAL INITIAL CONTRIBUTION</b>	<b>\$8,000.00</b>

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EXHIBIT B

INITIAL CONTRIBUTIONS - PROPERTY

Member

The Law Firm of  
Thomas E. Shipp & Associates, P.A.

Agency License with American Pioneer  
Insurance Co. (Application in process)  
FM Value - \$8,000.00

M. Daniel Sasso, P.A.

- \$0 -

TOTAL:

\$8,000.00

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF LEE

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 FLORIDA GULF COAST TITLE AGENCY, L.C.

The name of the registered agent for FLORIDA GULF COAST TITLE AGENCY, L.C. is M. DANIEL SASSO, and the street address of the company's principal office where the agent is located is 4223 Del Prado Boulevard, Cape Coral, Florida 33904.

This statement is to acknowledge that, as indicated above, FLORIDA GULF COAST TITLE AGENCY, L.C. has appointed me, M. DANIEL SASSO 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: January 8, 1998.

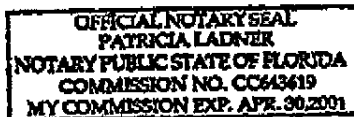
  
M. DANIEL SASSO

The foregoing instrument was acknowledged before me this 9th day of January, 1998 by M. DANIEL SASSO, agent on behalf of FLORIDA GULF COAST TITLE AGENCY, L.C., a limited liability company. He is personally known to me or has produced as identification.

  
NOTARY PUBLIC

PATRICIA LADNER  
(Printed Name of Notary Public)

My Commission Expires:



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