

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8002 • Fax (850) 224-1222

L98000000287

TWI, L.C.

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*****285.00 *****285.00

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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BTC
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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

25 3/4/98 9:28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: TWI OF FLORIDA, L.C.
Ref. Number: W98000004799

We have received your document for TWI OF FLORIDA, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are sorry to have to return this a second time, but under our NAME RULES, the addition of the word "FLORIDA" or the words "OF FLORIDA" do not constitute a significant difference in a name. The original name -- T W I, L. C. -- and the present name -- TWI OF FLORIDA, L.C. -- are both too similar to the name of corporation already have on record -- TWI, INC. (See attached printout.)

Please select a new name for your limited liability company.

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: 098A00012358

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: T W I, L. C.
Ref. Number: W98000004799

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We have received your document for T W I, L. C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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: 598A00011927

ARTICLES OF ORGANIZATION

OF

T W I 75, L. C.

ARTICLE I

NAME

The name of the Limited Liability Company shall be T W I 75
L. C.

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98 MAR 10 AM 11:03

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of
thirty (30) years commencing on the day of filing of these
Articles in the offices of the Secretary of State.

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of
transacting the investment business, and such other business as
may be agreed by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business of the Limited
Liability Company shall be 7731 Bocilla Lane, #12, Bokeelia, FL
33922, and such other place or places as the members from time to
time may determine.

The initial Registered Agent of the Limited Liability Company shall be RUSSELL WEINTRAUB, 7731 Bocilla Lane, #12, Bokeelia, Florida 33922.

ARTICLE V

CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of One Thousand Dollars (\$1,000.00) which will be contributed by members in the following amounts:

<u>NAME</u>	<u>ADDRESS</u>	<u>CAPITAL</u>
Russell Weintraub	7731 Bocilla Ln. #12 Bokeelia, FL 33922	\$500.00
Stephen C. Tieche	7731 Bocilla Ln. #12 Bokeelia, FL 33922	\$500.00

No member shall be entitled to receive interest on his contribution to capital.

ARTICLE VI

MANAGEMENT OF BUSINESS

Except as otherwise provided in these Articles of Organization, all members shall have equal rights in the management or conduct of the Limited Liability Company, pursuant to specific rules regarding rights and duties of members enumerated in the regulation of this Limited Liability Company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

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98 MAR 10 AM 11:03

ARTICLE VII

REGULATIONS

At the time of executing these articles or organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

ARTICLE VIII

PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX

MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations by any member by majority in interest of all members at any in the time after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the

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member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

ARTICLE X

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of members' interests shall be governed by the provisions of F. S. 608.432.

ARTICLE XI

PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to this pro rata interest in the company. Losses shall be passed through to each member according to this pro rata interest in the company.

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ARTICLE XII

ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members of such terms and conditions as are set forth by a simple majority of the members.

ARTICLE XIII (A)

WITHDRAWAL OR RETIREMENT OF MEMBER(S)

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by registered or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent, his guardian shall give notice thereof to each of the other members in the same manner.

ARTICLE XIII(B)

EXPULSION OF MEMBER(S)

(a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

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(2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

(3) Adjudication of the member as incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles;

(5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States of any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or

(6) any unlawful act causing damage to the Limited Liability.

(b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the ground for the expulsion.

ARTICLE XIV

DISSOLUTION, WINDING UP, LIQUIDATION

a) Causes of Dissolution. This Limited Liability Company shall be dissolved on the occurrence of any of the following

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98 MAR 10 AM 11:03

events, unless the remaining members by a simple majority give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) Right to Continue Business. The remaining members of the Limited Liability Company 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.

c) Payment if Limited Liability Company is Continued. If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) Value of Member's Interest. 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

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98 MAR 10 AM 11:03

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 his subsequent capital contributions.

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98 MAR 10 AM 11:03

(e) Winding Up and Liquidations. 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:

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in this respect to profits.

ARTICLE XV

NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XVI

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 Department 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 with the Florida Department of State.

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IN WITNESS WHEREOF, the parties hereto have executed these Articles of organization as of February , 1998.

Russell Weintraub

Name:

Steve Tieche

Name:

Russell Weintraub

Stephen C. Tieche

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this 19th day of February, 1998, before me, an officer duly qualified to take acknowledgments, personally appeared RUSSELL WEINTRAUB known to me personally or who has produced himself as identification, who executed the foregoing instrument, acknowledged before me that he executed the same, and who did/did not take an oath.

My Commission Expires: NOTARIAL SEAL
JOYCE D. KELLEY, Notary Public
Bradford, McKean County, PA
My Commission Expires February 11, 2000

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this 19th day of February, 1998, before me, an officer duly qualified to take acknowledgments, personally appeared STEPHEN C. TIECHE known to me personally or who has produced himself as identification, who executed the foregoing instrument, acknowledged before me that he executed the same, and who did/did not take an oath.

My Commission Expires: NOTARIAL SEAL
JOYCE D. KELLEY, Notary Public
Bradford, McKean County, PA
My Commission Expires February 11, 2000

Notary Seal

STATE OF PENNSYLVANIA -)
COUNTY OF MCKEAN)

AFFIDAVIT

BEFORE ME, the undersigned authority, appeared today RUSSELL WEINTRAUB, who is personally known to me and who, after having been duly sworn, deposes and says:

1. My name is RUSSELL WEINTRAUB, my address is 7731 Bocilla Lane, #12, Bokeelia, Florida 33922.

2. I make this Affidavit in compliance with Sec. 608.407(2) Florida Statutes as a member of the proposed Limited Liability Company - TWI 75, L.C., and declare:

(a) The Limited Liability Company TWI 75, L.C. will have no less than two members, namely RUSSELL WEINTRAUB and STEPHEN C. TIECHE as joint tenants with the right of survivorship.

(b) The actual amount of cash contribution is \$1,000.00 (One Thousand Dollars).


(c) There has been no other contribution.

(d) The potential total amount of cash and property anticipated to be contributed cannot be estimated at this time.

FURTHER AFFIANT SAYETH NAUGHT.


RUSSELL WEINTRAUB

SWORN TO AND subscribed before me this 27 day of February, 1998.


NOTARY PUBLIC

My commission expires:

NOTARIAL SEAL
JOYCE D. KELLEY, Notary Public
Bradford, McKean County, PA
My Commission Expires February 11, 2000

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