

# L98000000456

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April 6, 1998

Via Federal Express

Secretary of State  
Division of Corporations  
P. O. Box 6327  
409 East Gaines Street  
Tallahassee, FL 32399

000002481070--7  
-04/07/98--01053--002  
\*\*\*\*337.50 \*\*\*\*337.50

RE: Equinenimity Ranch, L.D.

Gentlemen:

Enclosed herewith in duplicate are Articles of Organization of the above-captioned limited liability company, together with check in the sum of \$337.50.

Please return a certified copy of the Articles to the undersigned in the Federal Express envelope provided.

Very truly yours,

*Lee Milich*  
\_\_\_\_\_  
LEE MILICH *lr*

LM/lr  
encl.

L98-456

Name	<i>LR 49</i>
Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
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W	<i>OK</i>

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ARTICLES OF ORGANIZATION  
OF  
EQUINENIMITY RANCH, L.C.

ARTICLE I  
NAME

The name of this limited liability company shall be:

EQUINENIMITY RANCH, L.C.

ARTICLE II  
DURATION

This company shall commence its existence on the date of execution and acknowledgement of these Articles of Organization, and shall exist for a period of thirty (30) years.

ARTICLE III  
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the company is 8132 N. W. 164th Terrace, Miami Lakes, FL 33016.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the company's initial registered agent is MANUEL IRIBAR, 8132 N. W. 164th Terrace, Miami Lakes, FL 33016.

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

The company shall have the right to admit additional members upon a vote of the majority of the members.

ARTICLE VI  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or

any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members, provided that at least two members remain.

ARTICLE VII  
MANAGING MEMBERS

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The manager and number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows: G. D. HUMPHRIES, 16220 SW 53 ST, FT LAUDERDALE  
FL 33331.

ARTICLE VIII  
INDEMNIFICATION

The company shall indemnify each member with respect to any acts committed by it on behalf of the company as provided in §608.4363, Fla. Stats.

ARTICLE IX  
POWERS

The company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- 1) Sue or be sued, or complain or defend, in its name.
- 2) Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.
- 3) Sell, convey, mortgage, pledge, create a security

interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.

4) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.

5. Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

6. Conduct its business, locate offices, and exercise the powers granted by Chapter 608, Fla. Stats., within or without this state.

7. Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

8. Make and amend its regulations, not inconsistent with the articles of organization or with the laws of Florida, for the administration and regulation of the affairs of the company.

9. Make donations to the public welfare or for charitable, scientific, or educational purposes.

10. Indemnify a member or manager or any other person as provided in Chapter 608, Fla. Stats., against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

11. Cease its activities and surrender its certificate of organization.

12. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

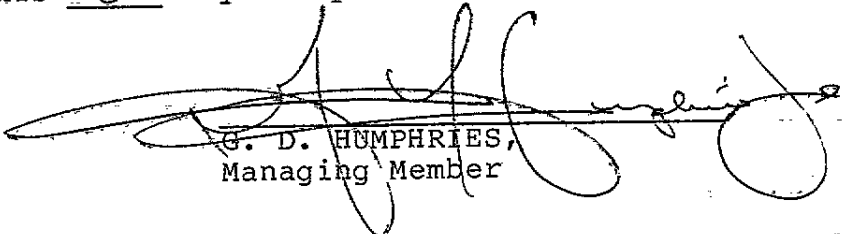
13. Transact any business that will aid governmental policy.

14. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.


15. Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

16. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5 day of April, 1998.

  
G. D. HUMPHRIES,  
Managing Member

Sworn to and subscribed before me  
this 5 day of April, 1998.

  
NOTARY PUBLIC, State of Florida

My commission expires: MAY 17, 1999



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article IV of these Articles of Organization, the undersigned hereby agrees to act in this capacity, states that he is familiar with and accepts

the obligations of that position, and agrees to comply with the complete discharge of his duties.

Dated this 5<sup>th</sup> day of April, 1998.

  
MANUEL IRIBAR, Registered Agent

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FILED

AFFIDAVIT

STATE OF FLORIDA       )  
                                  SS  
COUNTY OF DADE       )

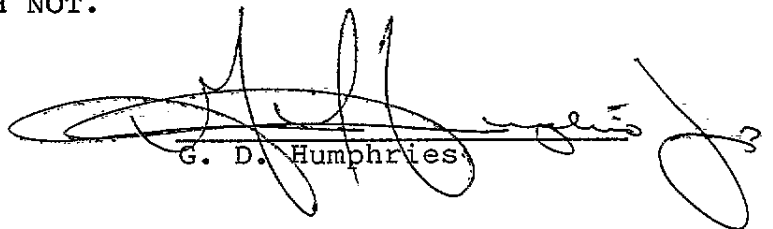
FILED  
MAR 11 1998  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
DADE COUNTY, FLORIDA

THIS DAY personally appeared before me, G. D. HUMPHRIES, who being personally known to me and who did take an oath, deposes and says:

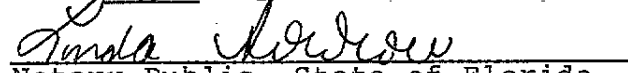
1. I am the managing member of EQUINENIMITY RANCH, L.C., a Florida limited liability company (the "Company"), the articles of organization of which are filed with the Florida Secretary of State simultaneously with this Affidavit. I make this Affidavit, pursuant to §608.407(2), Fla. Stats.

2. The Company has at least two members. The amount of cash contributed by the members is \$ 10<sup>00</sup> by the Iribar Family Limited Partnership, and \$ 10<sup>00</sup> by G. D. Humphries. The amount anticipated to be contributed by the Members is \$75,000 at this time.

FURTHER AFFIANT SAYETH NOT.

  
G. D. Humphries

Sworn to and subscribed before me  
this 5 day of April, 1998.

  
Notary Public, State of Florida  
Printed Name: LINDA SOCOLOW  
My commission expires:

