

L98000000859

TRANSMITTAL LETTER

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

300002558673--3
-06/12/98--01086--002
***337.50 ***337.50

SUBJECT: TCB of America, L.C.

(Proposed company name – must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check
For:

☒ \$285.00
Filing Fee
& Designation of Agent

☐ \$337.50
Filing Fee
& Certified Copy

Additional Copy Required

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 9:50

FROM: Baur, Woodbridge, Reus & Klein, P.A.
Name (printed or typed)

Attn: Thomas Baur

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles

L98-859

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 15, 1998

BAUR, WOODBRIDGE, REUS & KLEIN, P.A.
ATTN: THOMAS BAUR
100 N. BISCAYNE BLVD., 21ST FLOOR
MIAMI, FL 33132-2304

SUBJECT: TCB OF AMERICA, L.C.
Ref. Number: W98000013644

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DIVISION OF CORPORATIONS
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We have received your document for TCB OF AMERICA, L.C. and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 398A00033146

BAUR, WOODBRIDGE, REUS & KLEIN, P.A.

ATTORNEYS AT LAW

THOMAS BAUR, J.D., M.C.L., J.C.B.
ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY

KARIN L. MATOS, J.D.

CHRISTOPHER J. KLEIN, J.D.

ALEXANDER REUS, J.D., (GERMANY), J.D., LL.M.
ADMITTED IN FL, NY, D.C.

CLAUDIO RIEDI, J.D.

FREDERICK WOODBRIDGE, JR., J.D.
LIC. EN DERECHO (MADRID, SPAIN)

OF COUNSEL:

DAVID S. BERGER, J.D.

JEFFREY A. BERNSTEIN, J.D.

J. ALEXANDER BÜRGER, J.D., (GERMANY), LL.M.
ADMITTED IN THE FEDERAL REPUBLIC OF
GERMANY ONLY

REBECCA M. MILLER, J.D.

MARGARITA P. MUÑOZ, J.D., LL.M., C.P.A.

PROF. WILLIAM H. NEWTON, III, J.D.

DALE F. WEBNER, J.D.

MAIN OFFICE:

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2308
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NAPLES OFFICE (REPLY TO MIAMI OFFICE):

350 FIFTH AVENUE SOUTH, SUITE 200
NAPLES, FLORIDA 34102
TELEPHONE: (941) 434-0046

June 18, 1998

Tami Cline
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: TCB of America, L.C.
Letter Number 398A00033146
Ref. Number: W98000013644

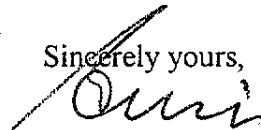
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DIVISION OF CORPORATIONS
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Dear Ms. Cline:

Enclosed please find the Affidavit you requested for the filing of TCB of America, L.C.

Please feel free to call if you need any additional information.

Sincerely yours,



Thomas Baur

TB/hb
encl.

ARTICLES OF ORGANIZATION

TCB of America, L.C.

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is TCB of America, L.C. (the "Company").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) fifteen (15) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Baur, Woodbridge, Reus & Klein, P.A., Attn: Thomas Baur, Esq. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Place of Business and Principal Office.** The Company's place of business is c/o Baur, Woodbridge, Reus & Klein, P.A., 100 North Biscayne Boulevard, 21st Floor, Miami, Florida 33132.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by each member is as follows: Fritz Egner: \$990.00 ; Gert Elfering: \$ 10.00 No additional contributions have been agreed upon.
7. **Additional Members.** The members shall not have the right to admit additional members to the Company except as otherwise provided in the Company's Operating Agreement.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Operating Agreement, consent to continue the business of the Company.
9. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time properly to reflect any additional contributions or withdrawals by the members. The names and addresses of the initial managing members are as follows:

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Name

Address

Fritz Egner

2000 Williams Island Boulevard
Unit # 2807
Aventura, Florida 33160

Gert Elfering

1839 W. 24th Street
Miami Beach, Florida 33140

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10. Regulations and Operating Agreement. At the time of executing these Articles of Organization, the members of the Company shall adopt an Operating Agreement 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 the Operating Agreement shall be vested in the members of this Company if decided by majority vote. The members of the Company also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company.

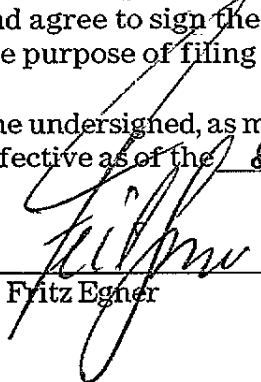
11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members, subject, however, to the terms of any members agreement governing such transfer of interest.

13. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

14. 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 of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 8th day of June, 1998.


Fritz Egner

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

)
) SS:
)

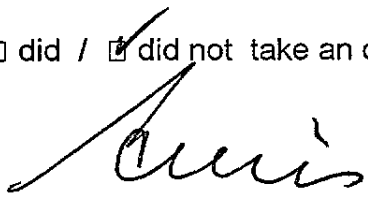
The foregoing instrument was acknowledged before me this 8th day of June, 1998, by Fritz Egner, member of TCB of America, L.C., a Florida Limited Liability Company.

☒ He is personally known to me.

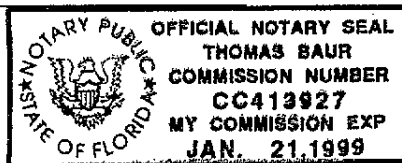
☐ He has produced identification.

Type:

and ☐ did / ☒ did not take an oath.



NOTARY PUBLIC
State of Florida at Large
Commission No.
My Commission Expires:



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TCB OF AMERICA, L.C.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, President of Baur, Woodbridge, Reus & Klein, P.A. having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 11th day of June, 1998.



Thomas Baur

President of Baur, Woodbridge, Reus & Klein, P.A.

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TCB of America, L.C.

A Florida Limited Liability Company

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned representative of a member of TCB of America, L.C.:

1. The above-name Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is : \$ 1,000.00
3. There is no property other than cash contributed by any of the members.
4. The total amount of cash and property contributed and anticipated to be contributed by members is: \$1,000.00



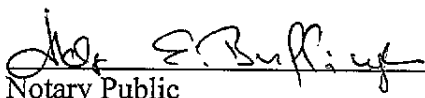
Thomas Baur, Esq.
Authorized Representative of Member Gert Elfering

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STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 17th day of June, 1998, by Thomas Baur, authorized representative of Gert Elfering (Member of TCB of America, L.C., a Florida Limited Liability Company).

He is personally known to me, and did not take an oath.



Notary Public
State of Florida at large
My commission expires.

