

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Seaway Properties, L.C.

200002577302--7

-07/01/98-01035-033  
\*\*\*\*346.25 \*\*\*\*346.25

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File cert.
- ☐ 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -1 AM 11:44

RECEIVED  
DIVISION OF CORPORATIONS  
98 JUL -1 AM 10:20

NR  
7/1/98

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF ORGANIZATION  
FOR  
SEAWAY PROPERTIES, L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE I  
NAME**

The name of this Limited Liability Company is SEAWAY PROPERTIES, L.C.

**ARTICLE II  
DURATION/CONTINUATION**

The period of this Limited Liability Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

One Financial Plaza, Suite 1600  
Fort Lauderdale, Florida 33394

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows:

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JUL -1 AM 11:44  
DIVISION OF CORPORATIONS

Bernard T. Moyle, Esq.  
Benson, Moyle & Mucci  
One Financial Plaza, Suite 1600  
Fort Lauderdale, Florida 33394

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS:  
TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member.

ARTICLE VI  
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

SECTION VII  
MANAGEMENT OF COMPANY

Management of the company is reserved to the Members. The names and addresses of the Managerial Members are:

Robert Munter  
2201 NE 41st Street  
Lighthouse Point, FL 33064

Bernard T. Moyle, CEO  
Benson, Moyle & Mucci  
One Financial Plaza, Suite 1600  
Fort Lauderdale, FL 33394

Richard Munter  
2201 NE 41st Street  
Lighthouse Point, FL 33064

Gregory A. Kleinrichert  
1303 NW 11th Street  
Boynton Beach, FL 33426

ARTICLE VIII  
AMENDMENT TO ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUL - 1 AM 11:44

Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX  
REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE X  
INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

ARTICLE XI  
CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -1 AM 11:44

ARTICLE XII  
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIII  
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

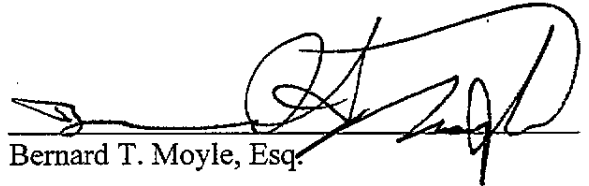
1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;
2. the consent of all Members is obtained, unless the return of the contributions to capital may be rightfully demanded; or
3. these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal  
this 30th day of June, 1998.

By: Bernard T. Moyle, Esq., Member

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

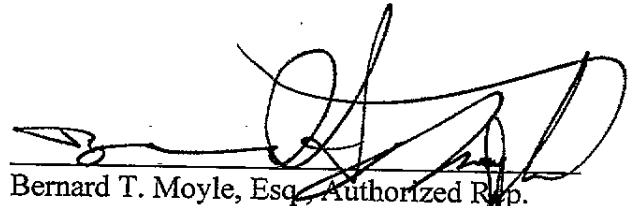
  
Bernard T. Moyle, Esq.

K:\BTM\SEAWAY\ARTICLES.ORG

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of SEAWAY PROPERTIES, L.C. deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by each member is \$5,000.00;
3. If any, the agreed value of property other than cash contributed by member(s) is \$ N/A. A description of the property is attached and made a part hereof, if applicable; and
4. the total amount of cash or property anticipated to be contributed by member(s) is \$5,000.00. This total includes amounts from 2 and 3 above.

  
Bernard T. Moyle, Esq., Authorized Rep.

K:\BTM\SEAWAY\ARTICLES.ORG

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 1 - 1 AM 11:44