

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

L98000001140

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

**SUBJECT:** ORANGE GROVE CENTER, L.C.  
(Proposed limited liability company name - must include suffix)

600002580916--5  
-07/06/98--01120--005  
\*\*\*\*285.00 \*\*\*\*285.00

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

**Please send one check for the total amount made payable to the Florida Department of State.**

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98 JUL 15 PM 4:25  
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TALLAHASSEE, FLORIDA

**FROM:** J. THOMAS CONROY, III  
Name (Printed or typed)

3838 Tamiami Trail North, Suite 402  
Address

Naples, Florida 34103  
City, State & Zip

(941) 649-5200  
Daytime Telephone number

L98-1140

Name	RL 7-2
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W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 9, 1998

J. THOMAS CONROY, III  
3838 TAMiami TRAIL NORTH, SUITE 402  
NAPLES, FL 34103

SUBJECT: ORANGE GROVE CENTER, L.C.  
Ref. Number: W98000015638

We have received your document for ORANGE GROVE CENTER, 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):

The document must contain the entity's complete mailing address.

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

Tammi Cline  
Document Specialist

Letter Number: 698A00036775

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
ORANGE GROVE CENTER, L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is ORANGE GROVE CENTER, L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 24840 Burnt Pine Drive, Suite 2, Bonita Springs, Florida 34134. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizers of the Company are James A. Nashman and Richard A. Lauer, both natural persons at least eighteen (18) years old.

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**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

James A. Nashman  
24840 Burnt Pine Drive, Suite 2  
Bonita Springs, Florida 34134

Richard A. Lauer  
24840 Burnt Pine Drive, Suite 2  
Bonita Springs, Florida 34134

**ARTICLE VII  
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

**ARTICLE VIII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

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## **ARTICLE IX DISSOLUTION**

### **Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member**

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

## **ARTICLE X DISTRIBUTIONS**

### **Section 10.01 Interim Distributions**

The Company may make interim distributions of property to its members as agreed by all of the members.

### **Section 10.02 Winding-Up Distributions**

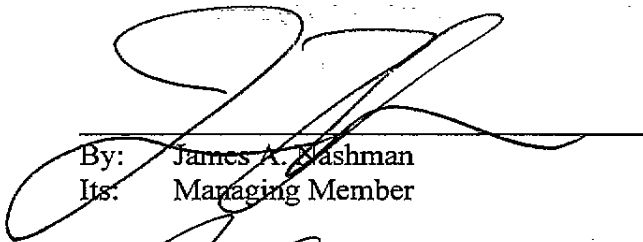
The Company may make winding-up distributions of property to its members as agreed by all of the members.


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**ARTICLE XI**  
**RELATIONSHIP OF ARTICLES OF ORGANIZATION TO**  
**OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 2<sup>nd</sup> day of July, 1998.

  
By: James A. Blashman  
Its: Managing Member

  
By: Richard A. Lauer  
Its: Managing Member

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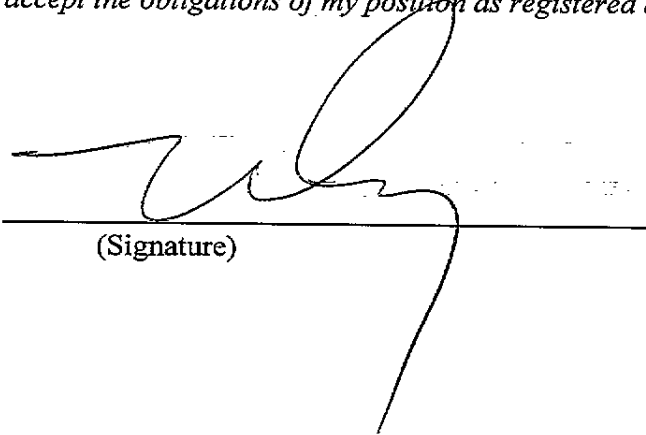
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ORANGE GROVE CENTER, L.C.
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III  
Morrison & Conroy, P.A.  
3838 Tamiami Trail North, Suite 402  
Naples, Florida 34103

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 accept the obligations of my position as registered agent.*



(Signature)

July 2, 1998

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ORANGE GROVE CENTER, 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 the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00

  
Signature of a member or authorized representative of a member

(In accordance with section 608.408(3) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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