

L98000001151



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 898799 6258A

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 293.75

FILED
98 JUL 21 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 21, 1998

ORDER TIME : 11:55 AM

ORDER NO. : 898799-005

600002594276--8

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
BOND SCHOENECK & KING, P.A.

Suite 107
1167 Third Street South
Naples, FL 34102-7098

21 CM

DOMESTIC FILING

NAME: CLAUSS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

RECEIVED
98 JUL 21 PM 1:10
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
OF
CLAUSS, L.L.C.

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TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Limited Liability Company is
Clauss, L.L.C.

Article 2. Duration

The duration of the Limited Liability Company is perpetual.

Article 3. Principal Office and Mailing Address

The principal place of business of the Limited Liability Company is at 680 Lalique Circle, Unit 1201, Naples, Florida 34119. The mailing address of the Limited Liability Company is 680 Lalique Circle, Unit 1201, Naples, Florida 34119.

Article 4. Initial Registered Office and Agent

The initial registered office of the Limited Liability Company is c/o Bond, Schoeneck & King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 34102. The name of the initial registered agent at that address is William L. Owens, Esq.

Article 5. Admission of New Members

The Limited Liability Company may admit additional members upon a vote of a majority in interest of the members preceding the admission of the new member.

Article 6. Right to Continue Business

Upon 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, the member's successor-in-interest and the remaining members may elect to continue the business upon a vote of a majority in interest of the member's successor-in-interest and the remaining members.

Article 7. Statement of Management

The management of the Limited Liability Company is reserved to the members. The name and address of the initial managing member is:

Karl Clauss

680 Laliue Circle, Unit 1201
Naples, Florida 34119

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TALLAHASSEE, FLORIDA

The initial managing member Karl Clauss is authorized to execute these Articles of Organization and file them with the Florida Department of State.

Article 8. Commencement of Existence

The Limited Liability Company's existence shall commence on upon the filing of these Articles of Organization with the Florida Secretary of State.

Article 9. Regulations

These Articles of Organization and the Florida Limited Liability Company Act shall be deemed to be the regulations of the Limited Liability Company unless and until the members have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in regulations.

Article 10. Amendment

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the members is subject to this reservation.

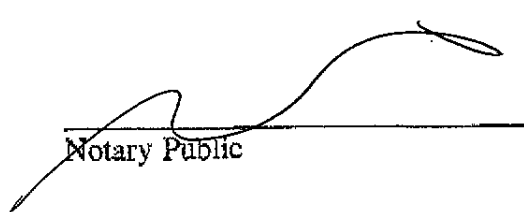
IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on this 15th day of July, 1998.


Karl Clauss
Managing Member

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

STATE OF NEW YORK :
:
COUNTY OF : ss.:

The foregoing instrument was acknowledged before me this 15th day of July, 1998, by KARL CLAUSS, who [☒] is personally known to me or [] produced his _____ as identification and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.


Notary Public


My Commission Expires:

STEVEN G. MUNSON
Attorney & Counselor At Law
State of New York No. 4724432
Qualified in Jefferson County
Commission Expires June 30, 192000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Clauss, L.L.C., which is contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such a position.

Dated this 15th day of July, 1998.



William L. Owens, Esq.
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

KARL CLAUSS, being duly sworn, deposes and says that:

1. I am a member of Clauss, L.L.C., a limited liability company to be established under Florida law. I make this affidavit pursuant to Florida Statute § 608.407 to allow the filing of the foregoing Articles of Organization.

2. I declare that the above named limited liability company has at least one member.

3. The amount of cash contributed to the limited liability company by the members is \$100.00.

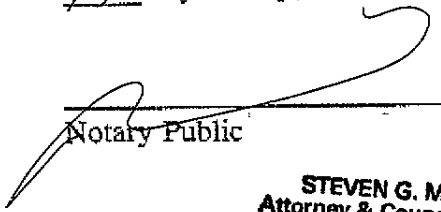
4. The total amount of cash anticipated to be contributed to the limited liability company by the members is \$800,000.00.

5. There is no other property other than the above described cash contributed by the members and no other property or cash anticipated to be contributed at this time. If any additional contributions are made, the foregoing Articles of Organization shall be amended to reflect such additional contributions. If any additional contributions are made, the members shall file a supplemental affidavit of capital contributions with the Florida Department of State to reflect such additional contributions.

IN WITNESS WHEREOF, I have signed this affidavit.


Karl Clauss

Sworn to before me this
15th day of July, 1998


Notary Public

STEVEN G. MUNSON
Attorney & Counselor At Law
State of New York No. 4724432
Qualified in Jefferson County
Commission Expires June 30, 1999

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