

L98000001274



ACCOUNT NO. : 072100000032
REFERENCE : 910443 7111586
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
98 JUL 30 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 30, 1998
ORDER TIME : 12:03 PM
ORDER NO. : 910443-005
CUSTOMER NO: 7111586

800002603128--8
-07/30/98--01075--016
****250.00 ****250.00

CUSTOMER: E. John Lopez, Esq
NORTON GURLEY HAMMERSLEY &
LOPEZ, P.A.
Suite 610
1819 Main Street
Sarasota, FL 34236

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****35.00 ****35.00

CM

DOMESTIC FILING

NAME: CPL PARTNERS, 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
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 JUL 30 PM 1:49
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

OF

CPL PARTNERS, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned person, acting as the organizer of CPL PARTNERS, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is: CPL PARTNERS, L.L.C.

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, FL 34236, and the name of the company's initial registered agent at that address is E. John Lopez.

ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 1819 Main Street, Suite 610, Sarasota, FL 34236.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

In addition to the initial capital contribution as set forth in the attached Affidavit of Membership and Contributions, the members shall make additional capital contributions, from time to time, as required by the company's regulations.

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TALLAHASSEE FLORIDA

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of a majority in interest of the then-existing members and upon such terms and conditions as shall be established by agreement of a majority in interest of the then-existing members.

ARTICLE VIII - MANAGEMENT OF COMPANY

The business of the company shall be managed by a board of managers who shall be elected annually by the members of the company in the manner set forth in the regulations. The managers shall have the power and authority to act on behalf of the company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, section 608.404, section 608.424(1), and section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its regulations and any other agreement that may be entered into between the members and the

managers. The names and addresses of the initial board of managers are:

1. Ralph H. Radtke 1729 Loma Linda
Sarasota, FL 34239
2. Ed Page 5400 Ocean Blvd. #10
Sarasota, FL 34242
3. Susan Eggleston 2615 Ringling Blvd.
Sarasota, FL 34237

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TALLAHASSEE, FLORIDA
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The board of managers shall serve in that capacity until the first annual meeting of members or until their successors are elected and qualified.

ARTICLE IX - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE X - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

E. John Lopez
1819 Main Street, Suite 610
Sarasota, FL 34236

ARTICLE XI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be dissolved 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 company; provided, however, that a majority of the remaining members may consent to the continuance of


the company's business notwithstanding 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 company.

ARTICLE XII - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the then-existing members and shall be as prescribed by the Secretary of State of the State of Florida.

EXECUTED: 7-29, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



E. John Lopez
as organizer

CPL PARTNERS, L.L.C.

ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That CPL PARTNERS, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, FL 34236, has named E. John Lopez as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for CPL PARTNERS, L.L.C. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: 7-29, 1998.


E. John Lopez

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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98 JUL 30 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA:

BEFORE ME, the undersigned authority, personally appeared the undersigned member of CPL PARTNERS, L.L.C., who, being first duly sworn, deposes and says as follows:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the member(s) is: \$200,000
3. If any, the agreed value of property other than cash contributed by member(s) is: \$ NONE
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: \$ NONE
5. The amount of 2, 3, and 4 is: \$200,000

Ralph H. Radtke

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.)

SWORN TO AND SUBSCRIBED before me by RALPH H. RADTKE, who is (Notary choose one) [] personally known to me, or [] who has produced _____ as identification, on July 29, 1998.

Donna Fay Earhart

Signature of Notary Public
Printed name: Donna Fay Earhart
My commission expires:

