

# L980000001370

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ATTORNEYS AND COUNSELORS AT LAW

PRACTICE LIMITED TO WEALTHCARE<sup>SM</sup>

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ALSO ADMITTED:  
NEW JERSEY

OF COUNSEL  
RICHARD C. JANS, P.A.

PLEASE RESPOND TO:

☐ PALM BEACH OFFICE:  
ADMIRALTY OFFICE TOWER TWO  
4400 PGA BOULEVARD, SUITE 505  
PALM BEACH GARDENS, FL 33410  
(561) 627-0677  
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☒ WINTER PARK OFFICE:  
1155 LOUISIANA AVENUE, SUITE 100  
WINTER PARK, FL 32789  
(407) 645-1779  
FAX: (407) 740-5691

August 4, 1998

Division of Corporations  
Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

Via - Federal Express  
805660411210

Re: McDonald Holdings, L.C.

400002608034--7  
-08/05/98--01068--002  
\*\*\*337.50 \*\*\*337.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above referenced limited liability company. Also enclosed is our firm check in the amount of \$337.50 for the filing fees.

Please return a certified copy of the filed Articles of Organization in the envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact this office.

98-1370

Name	MH
Availability	MH
Document Examiner	MH
Updater	MH
Updater Verifier	MH
Acknowledgement	MH
W. P. Verifier	MH

Sincerely,

KENNETH B. WHEELER, LL.M., TAX, P.A.

*Vickie L. Parker*  
Vickie L. Parker  
Legal Assistant to  
Kenneth B. Wheeler, Esq.

/vlp  
Enclosures

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
McDonald Holdings, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company is:

McDonald Holdings, L.C.

(hereinafter referred to as "Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be:

1155 Louisiana Avenue #100  
Winter Park, Florida 32789

**ARTICLE III -- DURATION**

The Company shall commence its existence on August 4, 1998 and shall be perpetual thereafter unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the name and street address of the registered agent of the Company in the State of Florida is: (Acceptance - Exhibit B)

Kenneth B. Wheeler, Esq.  
1155 Louisiana Avenue #100  
Winter Park, Florida 32789

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property as set forth in the AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS attached hereto as Exhibit "A."

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#### ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

#### ARTICLE VII -- ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

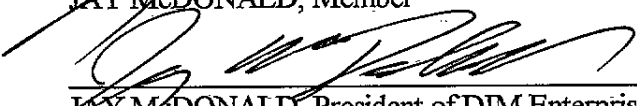
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is JAY McDONALD, 5701 Aloma Woods Boulevard, Oviedo, FL 32765.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Winter Park, Florida, on this 4th day of August, 1998.

  
JAY McDONALD, Member


  
JAY McDONALD, President of DIM Enterprises,  
Inc. General Partner of the DOROTHY I.  
McDONALD FAMILY LIMITED PARTNERSHIP,  
Member

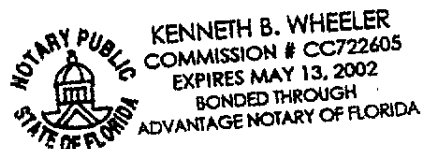
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STATE OF FLORIDA  
COUNTY OF ORANGE

Under penalties of perjury, the above is sworn to (or affirmed) and subscribed before me this 4th  
day of August, 1998, by JAY McDONALD, individually and as President of DIM Enterprises, Inc.

\_\_\_\_ who is personally known to me; or  
☒ who produced a Florida Driver's License as identification; or  
\_\_\_\_ who produced the following as identification:

  
Notary Public -- State of Florida




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**EXHIBIT B**  
**to the**  
**ARTICLES OF ORGANIZATION OF McDONALD HOLDINGS, L.C.**

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, Kenneth B. Wheeler, Esq., being the person named in the Articles of Organization of McDonald Holdings, L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-named company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, is familiar with and does hereby accept the obligations of the position of registered agent.

A handwritten signature in black ink, appearing to read "Kenneth B. Wheeler", written over a horizontal line.

Kenneth B. Wheeler, Esq.  
Registered Agent

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**EXHIBIT A**  
to the  
**ARTICLES OF ORGANIZATION OF McDONALD HOLDINGS, L.C.**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member (or authorized representative of a member) of McDonald Holdings, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$ 2,371,900.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-.  
*A description of the property is attached and made a part hereto.*
4. The total amount of cash and/or property anticipated to be contributed by members(s) is \$ 2,371,900.00. This total includes amounts from 2. and 3. above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: August 4, 1998.

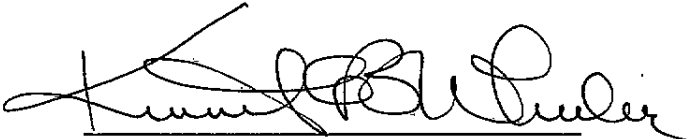
  
JAY McDONALD, Member

**STATE OF FLORIDA**  
**COUNTY OF ORANGE**

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DIVISION OF CORPORATIONS  
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Under penalties of perjury, the above is sworn to (or affirmed) and subscribed before me this \_\_\_\_ day of August, 1998, by JAY McDONALD.

\_\_\_\_ who is personally known to me; or  
☒ who produced a Florida Driver's License as identification; or  
\_\_\_\_ who produced the following as identification  
\_\_\_\_\_

  
Notary Public -- State of Florida

