

# L98000001786

Frank Paris  
Hardin Construction Group  
Requestor's Name

One N. Dale Mabry Hwy Ste 820  
Address

Tampa FL 33609  
City/State/Zip Phone #

Office Use Only

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 000002635320--1  
-09/09/98--01055--003  
\*\*\*\*337.50 \*\*\*\*337.50
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Name Availability	Other

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

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 TALLAHASSEE, FLORIDA

OTHER FILINGS	
Document Examiner	Annual Report DCC
Updater	Fictitious Name DCC
Updater Verifier	Name Reservation DCC
Act/no ledgement	DCC
W. P. Verifier	DCC

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I – Name:**

The name of the Limited Liability Company is:

Imagine Restorations, L.L.C.

**ARTICLE II – Address:**

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

4510 Swann Ave.  
Tampa, FL 33609

**ARTICLE III – Duration:**

The period for the Limited Liability Company shall be:

December 31, 2030

**ARTICLE IV – Management:**

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Madison Capital Partners, L.L.C.  
646 Porter Street  
Manchester, CT 06040

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**ARTICLE V – Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Imagine Restorations, L.L.C. (the "Company") may, from time to time, upon the approval of the Manager and the affirmative vote of all Members, admit additional or substitute Members and issue Interests to such additional or substitute Members, provided that such additional or substitute Members will have the same rights as the existing Members, and the Interests of such substitute or additional Members will be subject to the same terms and conditions as those of the existing Members.

As a condition to the admission of any Person as an additional or substituted Member, any Person to be admitted shall execute and acknowledge such instruments, in form and substance satisfactory to the Manager, as the Manager may

deem necessary or desirable to effectuate such admission, and shall confirm that such individual's legal representative, committee or other entity to be admitted as such Member, has agreed to be bound by all of the covenants, terms and conditions of the Company's Operating Agreement (the "Operating Agreement"), as the same shall have been amended. Such Person shall become a Member upon the last to occur of: (a) their making contributions to the capital of the Company, to the extent required by the Manager; (b) their execution of the instrument described in the first sentence of this paragraph; (c) the execution of an indemnification agreement in form and substance satisfactory to the Person becoming a Member indemnifying such Person for the Federal, state, local or foreign taxes of any nature whatsoever with respect to the aggregate distributive shares of the Members' income or gain of the Company for all taxable periods or portions thereof ending on or before the Member is admitted to the Company for Federal, state or local income tax purposes; (d) the approval of any other Person whose approval thereof may be necessary; and (e) the making of all necessary amendments, modifications and restatements of the Operating Agreement as the Manager may deem appropriate to reflect a change or modification of the Company or of the respective rights of the Members hereunder (including such adjustment in Interests and in Capital Accounts as may be required to admit a new Member and to reflect the issuance of an Interest to a new Member). Thereupon such Person shall be "Members" of the Company. Anything herein to the contrary notwithstanding, the Company and the Manager shall be entitled to treat the transferee of an Interest as the absolute owner thereof in all respects, and shall incur no liability for distributions made in good faith to it, until such time as a transfer meeting all of the requirements of the Article have been made and a written assignment that conforms to the requirements of this Article has been received by the Company.

#### ARTICLE VI – Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on 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 shall be:

The Company shall be dissolved and its affairs wound-up upon the earliest to occur of any of the following:

- (a) the death, retirement, disability, resignation, expulsion, Bankruptcy or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company, unless a Majority in Interest of the Members (excluding, such Member whose membership has been so terminated) agree to the continuation of the Company within 90 days after such occurrence;
- (b) the entry of a decree of judicial dissolution;
- (c) Transfer by a Member of all or part of its Interest in the Company in violation of this Agreement or the Act;
- (d) the approval of all of the Members as of the date of determination; or
- (e) December 31, 2030.

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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: Imagine Restorations, L.L.C.

2. The name and address of the registered agent and office is:

Frank B. Paris, Jr.

(Name)

4510 Swann Ave.


(P.O. Box not acceptable)

Tampa, Florida 33609

(City/State/Zip)

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*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 and accept the obligations of my position as registered agent.*

  
(Signature)

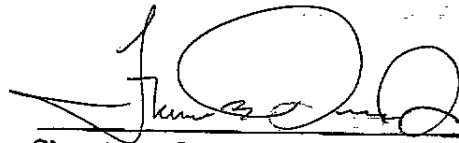
9/6/98  
(Date)

FILING FEE: \$35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

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

- 1) the above named limited liability company has at least one member
- 2) the total amount of cash contributed by the member(s) is: \$ 600
- 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 amount of cash or property anticipated to be contributed by member(s) is \$500,000
- 5) the total amounts of 2,3 and 4 is \$500,600



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.)

Frank B. Paris, Jr.  
Member  
Madison Capital Partners, L.L.C.

Typed of printed name of signee

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**Filing Fee: \$250.00 for Articles and Affidavit**