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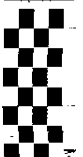
## LIMITED LIABILITY COMPANY

BCA, L.C.

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**ARTICLES OF ORGANIZATION OF**

**BCA L.C.**

The undersigned hereby certifies that the following named members have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the charter and authority for the conduct of business of such limited liability company (the "Company").

**ARTICLE I**

**NAME**

The name of the Company shall be BCA L.C.

**ARTICLE II**

**PURPOSE AND POWERS**

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

**ARTICLE III**

**CAPITAL CONTRIBUTIONS**

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members.

This instrument prepared by:

Charles D. Rubin, Esq.

Florida Bar No. 377139

TESCHER CHAVES RUBIN & FORMAN, P.A.

2101 Corporate Blvd., Suite 107

Boca Raton, FL 33431-7343

Phone: (561) 998-7847

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**ARTICLE IV****PARTICIPATION**

The participation ("Participation") of the initial members shall be as follows:

Member	Amount
N.F.C., INC.	50%
BEECHWOOD ENTERPRISES L.C.	50%

The Participation of the members may be changed by unanimous agreement of the current members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation.

**ARTICLE V****REGULATIONS**

At the first meeting of the members after the execution of these Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company), or otherwise by a majority vote of the members.

**ARTICLE VI****DURATION AND DISSOLUTION**

The Company shall continue until the first to occur of: (a) December 31, 2049, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, or (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members).

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**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company is 6801 E. Cypresshead Drive, Parkland, Florida 33067.

**ARTICLE VIII**

**MANAGEMENT AND MEMBERS**

The management of the Company shall be vested in the members in proportion to their Participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the members, pursuant to the specific rules regarding rights and duties of members and agents enumerated in these Articles and the Regulations.

Decisions on all matters shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations. The vote of each member shall be in proportion to the Participation of the member. The names and addresses of the initial members are as follows:

Beechwood Enterprises, L.C.  
6801 E. Cypresshead Drive  
Parkland, FL 33067

N.F.C., Inc.  
290 Glenshore Drive  
Glenshore Road  
Collowhee, NC 28723.

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**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The street address of the initial registered office of the Company is 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431, and the name of its initial registered agent at such address is M & W AGENTS, INC.

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**ARTICLE X**

**PROFITS, LOSSES AND DISTRIBUTION**

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

**ARTICLE XI**

**RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled. Provisions can be made for transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

**ARTICLE XII**

**AMENDMENT TO ARTICLES**

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or when otherwise required by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

The undersigned, being one of the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of BCA L.C.

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Executed by the undersigned on 10/15, 1998.

BEECHWOOD ENTERPRISES, L.C., a  
Florida limited liability company, by  
SQUIRREL HILL CORPORATION, a Florida  
corporation, as general partner of its member,  
BEECHWOOD PARTNERS, LTD.

By: *Richard Tyson*  
DR. RICHARD TYSON, Pres.

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida

County of Palm Beach <sup>SS</sup>

In compliance with Florida Statutes Section 608.407(2), the undersigned member of BCA L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$175,000.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$300,010.00. This total includes the amounts from 2 and 3 above.

BEECHWOOD ENTERPRISES, L.C., a Florida limited liability company, by SQUIRREL HILL CORPORATION, a Florida corporation, as general partner of its member, BEECHWOOD PARTNERS, LTD.

By: [Signature]  
DR. RICHARD TYSON, Pres.

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of October 1998 by DR. RICHARD TYSON on behalf of BEECHWOOD ENTERPRISES L.C., a member of and on behalf of BCA L.C., a limited liability company.



ANNE L. GEHLE  
COMMISSION # CC 689270  
EXPIRES OCT 16, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

[Signature]  
Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]

Anne L. Gehle  
Print, type or stamp name of Notary Public

Personally Known ☒ or Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_

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