

 L98000002492

October 26, 1998

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

800002674008--6  
-10/28/98-01022-002  
\*\*\*\*570.00 \*\*\*\*285.00

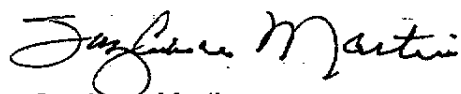
Re: Registration of Articles of Organization for:  
Emerald Rentals of Southwest Florida L.L.C.  
Emerald Properties Asset Management of Southwest Florida L.L.C.

Gentlemen:

Enclosed are the original and two copies of Articles of Organization for the above referenced limited liability companies. Also enclosed is our firm check in the amount of \$570.00 to cover the cost of filing these documents and registering these companies. Please file these documents and return one file stamped copy to our office for our records.

If you have any questions or if I can be of any further assistance to you regarding this matter, please do not hesitate to contact me.

Sincerely yours,



Suzanne Martin  
Business Manager

Encs.

cc: J. Michael Poole, Esq.

[C:\REMAX\CORPORATE\FILING.LTR001]

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SECRETARY OF STATE  
TALLAHASSEE, FL

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Name	OK 1030
Availability	
Document	OK
Examination	
Updater	OK
Undated	
Verifier	OK
Acknowledgment	
W. P. Verifier	OK

**RE/MAX**

Emerald Properties  
8979 Tamiami Trail North  
Naples, FL 34108  
Office: (941) 513-0100  
Toll Free: 1-888-A1-REMAX  
Fax: (941) 513-0101  
Each Office Independently Owned and Operated



**ARTICLES OF ORGANIZATION  
FOR  
EMERALD RENTALS OF SOUTHWEST FLORIDA L.L.C.**

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

**ARTICLE ONE - NAME**

The name of the Limited Liability Company is:

**EMERALD RENTALS OF SOUTHWEST FLORIDA L.L.C.**

**ARTICLE TWO - ADDRESS**

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

8979 Tamiami Trail North  
Naples, FL 34108

**ARTICLE THREE - DURATION**

The Limited Liability Company shall commence its existence on the date that these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2028, unless the Company is earlier dissolved as provided in these Articles of Organization or under Florida statute.

**ARTICLE FOUR - PURPOSE**

The purpose of the Limited Liability Company shall be to conduct any and all business for which limited liability companies may be organized within the State of Florida, including but not limited to the rental and/or leasing of real property.

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## **ARTICLE FIVE - TERMINATION OF EXISTENCE**

The Limited Liability Company shall be dissolved upon the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any member or manager, or upon 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 of the remaining members, provided there are at least two remaining members.

## **ARTICLE SIX - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Limited Liability 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 of the members. A member may transfer his [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 or 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 [her] interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE SEVEN - MANAGEMENT**

The Company is to be managed by a manager and the name and address of such manager is:

SuzAnne Martin  
8979 Tamiami Trail North  
Naples, FL 34108

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## **Article Eight - Membership and Capital Contribution**

The Affidavit of Membership and Contributions for the Limited Liability Company is attached hereto and incorporated herein as Exhibit "A".


## **ARTICLE NINE - REGISTERED AGENT AND OFFICE**

The Certificate of Designation of Registered Agent/Registered Office for the Limited Liability Company is attached hereto and incorporated herein as Exhibit "B".

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization on this 14th day of October, 1998.

ORGANIZERS:

  
J. Michael Poole

  
Charles L. Martin, Jr.

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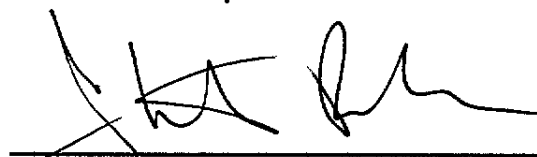
**Exhibit "A"**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

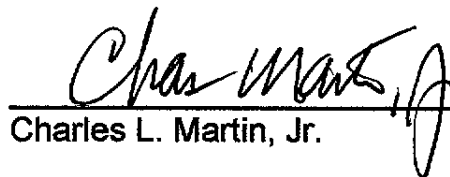
The Undersigned members or authorized representative of member(s)  
certify:

1. The above named Limited Liability Company has at least one member.
2. The total amount of cash contributed by each member is:  
\$500.00.
3. If any, the agreed value of property other than cash contributed by each member is [a description of the property is attached and made a part hereof]:  
\$00.00.
4. The total amount of cash or property anticipated to be contributed by each member is [this total includes items 2 and #3 above]:  
\$500.00.

Signature of Member(s) of  
Authorized Representative of Member(s):



J. Michael Poole



Charles L. Martin, Jr.

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**NOTE:**

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

**Exhibit "B"****CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**Pursuant to the Provisions of Section 408.415 or 608.507,  
Florida Statutes, the Undersigned Limited Liability Company  
submits the following statement to designate a registered  
office and registered agent in the State of Florida.**

1. The name of the Limited Liability Company is:

**Emerald Rentals of Southwest Florida L.L.C.**

2. The name and the Florida Street address of the registered agent are:

CT Corporation Systems Inc.  
1200 South Pine Island Road  
Plantation, FL 33324

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.

CT Corporation Systems Inc.

By: *Susan J. Meizo*

**Susan J. Meizo  
Assistant Secretary**

Filing Fee: \$35 for Designation of Registered Agent

[CAREMAX RENTAL ARTICLES]

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