

L98000002567

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

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

SUBJECT: Balest, L.C.  
(Proposed limited liability company name - must include suffix)

100002679181-3  
-11/03/98-01062-002  
\*\*\*\*337.50 \*\*\*\*337.50

Enclosed is an original and one (1) copy of the articles of organization and a check for :

<input type="checkbox"/> \$285.00	<input type="checkbox"/> \$293.75	<input checked="" type="checkbox"/> \$337.50	<input type="checkbox"/> \$346.25
Filing Fee & Registered Agent designation Certificate	Filing Fee, Registered Agent Designation & Certified Copy	Filing Fee, Registered Agent Designation & Certified Copy &	Filing Fee, Registered Agent Designation, Certificate

FROM: Benjamin A. Jablow  
Name (Printed or typed)

2320 First Street, Suite 1000

Name <u>11/5/98</u> Availability <u>dec</u>	Address
Document Examiner <u>DCC</u>	Fort Myers, Florida 33901
Updater <u>DCC</u>	City, State & Zip
Updater Verifier <u>DCC</u>	(941) 337-3850
As no Agreement <u>DCC</u>	Daytime Telephone number
W.P. Verifier <u>DCC</u>	

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF ORGANIZATION  
OF  
BALEST, L.C.**

The undersigned initial member of Balest, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I  
COMPANY NAME**

The name of this Company is:

Balest, L.C.

**ARTICLE II  
COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue until December 31, 2045, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III  
MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

19931 North River Road  
Alva, Florida 33920

**ARTICLE IV  
STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

19931 North River Road  
Alva, Florida 33920

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**ARTICLE V**  
**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Arthur L. Elliott  
19931 North River Road  
Alva, Florida 33920

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

**ARTICLE VII**  
**RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote or written consent of those members owning a majority of the capital and profits interest of the Company (excluding the member seeking to transfer his interest

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in the Company), which vote or consent may be unreasonably withheld, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

### **ARTICLE VIII** **DISSOLUTION OF COMPANY**

Upon the death, insanity, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote or written consent of those members owning a majority of the capital and profits of the Company as contemplated in Rev. Proc. 94-46.

### **ARTICLE IX** **MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until its successors are elected and qualify:

Arthur L. Elliott  
19931 North River Road  
Alva, Florida 33920

Robert F. Seybold, Sr.  
2417 Crescent Court East  
Bradenton, Florida 34208

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### **ARTICLE X** **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

**ARTICLE XI**  
**AMENDMENT TO ARTICLES OF ORGANIZATION**

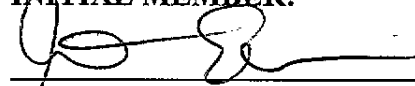
Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote or written consent of those members owning a majority of the profits and capital interest of the Company.

**ARTICLE XII**  
**AMENDMENT OF REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote or written consent of those members owning a majority of the profits and capital interest of the Company.

**IN WITNESS WHEREOF**, the undersigned initial member has executed the foregoing Articles of Organization as of this 21 day of october, 1998.

**INITIAL MEMBER:**



Arthur L. Elliott, Member

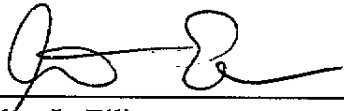
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**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of Balest, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: 10/21, 1998

  
\_\_\_\_\_  
Arthur L. Elliott

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of Balest, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two (2) members.

2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$400,000.00


4. There have been no contributions to the Company made by the members other than cash contributions.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Dated: 10/21, 1998

INITIAL MEMBER:

  
Arthur L. Elliott

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