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October 27, 1998

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

Re: First Sunset L.C.

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-10/29/98--01039--001
****337.50 ****337.50

Dear Sir:

Enclosed herewith please find an original and one copy of Articles of Organization for First Sunset L.C.

Also, enclosed please find check no. 2052 in the amount of \$337.50 to cover the cost of charter, filing registered agent fee and certified copy.

We trust you will find the enclosed documents in order and assistance in this matter is greatly appreciated.

Sincerely,

PRUITT & PRUITT, P.A.

By 

William E. Pruitt

WEP/cs
Enclosures

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DIVISION OF CORPORATIONS
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Name	OR 11-9
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Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

WILLIAM E. PRUITT
PRUITT & PRUITT, P.A.
505 SOUTH FLAGLER DRIVE, SUITE 400
WEST PALM BEACH, FL 33401

SUBJECT: FIRST SUNSET L.C.
Ref. Number: W98000024746

We have received your document for FIRST SUNSET L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

A description of the property must be included.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 398A00053363

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ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION OF FIRST SUNSET L.C.

The undersigned certify that we 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be FIRST SUNSET L.C., and its principal office ^{and its address} shall be located at 18541 S. E. Heritage Drive, Tequesta 33469, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other places or places as the member(s) may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member(s) of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the member(s) of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its member(s), whose names and addresses are as follows: (1) Abby L. Smith - 18541 S. E. Heritage Drive, Tequesta, Florida 33469.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Member(s) 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 limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all member(s).

On the death, retirement, 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 limited liability company, the remaining member(s) shall have the right to continue the business on unanimous consent of the remaining member(s).

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100,100.00 cash and property shall be paid to the limited liability company by Abby L. Smith. Additional contributions will be made as required for investment.

purposes, as determined by unanimous consent of the member(s). Member(s) will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The member(s) shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conduction the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the member(s) each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being October 25, 1998.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the member(s) in equal shares.

ARTICLE VIII

DURATION

This limited liability company's existence shall be perpetual, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the member(s).

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 18541 S. E. Heritage Drive, Tequesta, 33469, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is Abby L. Smith.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FIRST SUNSET L.C.

Executed by the undersigned at West Palm Beach on October

26, 1998.

By

Abby L. Smith
Abby L. Smith

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

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

1. The limited liability company identified above has one member.

2. The total amount of cash contributed by the member is \$100.00.

3. If any, the agreed value of property other than cash contributed by the members is \$100,000.00. A description of the property is attached as "EXHIBIT A" and made a part of this Affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$100,100.00. This total includes the amounts from 2 and 3 above.

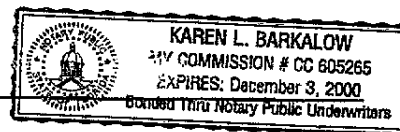
Abby Smith
Signature of member or authorized representative of member.

The forgoing instrument was acknowledged before me this Oct 26, 1998 (date) by Abby P. Smith (name of acknowledging member or agent), (member or agent) on behalf of FIRST SUNSET L.C. (name of limited liability company), a limited liability company. he is personally known to me or has produced FL DL SS30015-48 (type of identification) as identification.

Karen L. Barkalow
Notary Public

Karen L. Barkalow
Printed Name

Commission No.



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
STATE OF FLORIDA

COUNTY OF PALM BEACH

Pursuant to the provisions of Section 608.407 (1) (d) the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement

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DIVISION OF CORPORATIONS

designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is FIRST SUNSET L.C.

The name of the registered agent for FIRST SUNSET L.C. is Abby L. Smith and the street address of the company's principal office where the agent is located is 18541 S. E. Heritage Drive, Tequesta, Florida 33469. This statement is to acknowledge that as indicated above, FIRST SUNSET L.C. has appointed me, Abby L. Smith, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

10/26/98
DATED

Abby L. Smith
Abby L. Smith

(Signature of Registered Agent)

10/26/98 The foregoing instrument was acknowledged before me this (date) by Abby L. Smith (name of acknowledging agent), agent on behalf of FIRST SUNSET L.C. (name of limited liability company), a limited liability company. He is personally known to me or has produced FLX 530915 48-828 as identification.

Karen L Barkalow
Notary Public

Printed Name

Commission No.

c/fsunset.lc



"EXHIBIT A"

The additional property which is contributed is a (undivided One-half [50%] interest) tenancy in common in real property containing improvements located at two locations:

4460 Medical Center Way
West Palm Beach, Florida 33407

and

1022 East Newport Center Drive
Deerfield Beach, Florida 33442

which are subject to debt which is to be publicly recorded.

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