



**L98000002917**

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1.) Cruz Alliance, LLC.  
(CORPORATE NAME & DOCUMENT #)

2.) 00789-01117-00671  
(CORPORATE NAME & DOCUMENT #)

3.) W98-26669  
(CORPORATE NAME & DOCUMENT #)

4.) 200002697082-0  
-11/30/98-01021-011  
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SPECIAL INSTRUCTIONS

Name	W98-26669
Availability	W98-26669
Document	W98-26669
Examiner	W98-26669
Updater	W98-26669
User's er	W98-26669
Verifier	W98-26669
Acknowledgement	W98-26669
W. P. Verifier	W98-26669

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 30 AM 8:12

RECEIVED  
50 NOV 20 AM 9:47  
DIVISION OF CORPORATIONS

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November 30, 1998

CORPORATE ACCESS, INC.

SUBJECT: CRUZ ALLIANCE, L.L.C.  
Ref. Number: W98000026669

We have received your document for CRUZ ALLIANCE, L.L.C. and your check(s) totaling \$285.00. 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 398A00056649

Corrected  
11/30/98  
CW

**ARTICLES OF ORGANIZATION**  
**OF**  
**CRUZ ALLIANCE, L.L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 30 AM 8:12

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 CRUZ ALLIANCE, L.L.C., and its principal office shall be located at 205 East Central Boulevard, Suite 302, Orlando, Orange County, Florida 32801, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Above is also the mailing address of the limited liability company.

**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 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 members 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 members of the limited liability company.

**ARTICLE IV**  
**MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

KLM Development, Inc.  
205 E. Central Boulevard, Suite 302  
Orlando, Florida 32801

Don Granatstein  
9858 Bay Vista Estates Boulevard  
Orlando, Florida 32836

Florida Cruise Bureau, Inc.  
3501 West Vine Street  
La Mirada Plaza, Suite 104B  
Kissimmee, Florida 34746

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent or as otherwise unanimously agreed to in writing.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
KLM Development, Inc.	\$ 23,000.00
Don Granatstein	\$ 333.00
Florida Cruise Bureau, Inc.	\$ 333.00

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

## ARTICLE VII

### DURATION

This limited liability company shall exist until December 31, 2047, until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE VIII

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

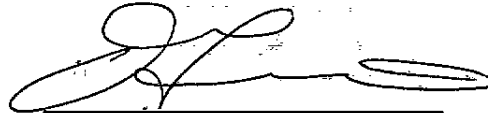
The address of the initial registered office of the limited liability company is 1400 West Fairbanks Avenue, Suite 204, City of Winter Park, County of Orange, State of Florida, and the name of the company's initial registered agent at that address is Charles R. Harrison, Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of CRUZ ALLIANCE, L.L.C.

Executed by the undersigned at Winter Park, Florida on the 25<sup>th</sup> day of Nov., 1998.



Neil Koni, President  
KLM Development, Inc.



Don Granatstein



Candace Sweet Nichols, President  
Florida Cruise Bureau, Inc.

# REGISTERED AGENT CERTIFICATE

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF ORANGE )

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is CRUZ ALLIANCE, L.L.C.

The name of the registered agent for CRUZ ALLIANCE, L.L.C. is Charles R. Harrison, Esquire and the street address of the registered agent's office is 1400 West Fairbanks Avenue, Suite 204, Winter Park, Florida 32879.

This statement is to acknowledge that, as indicated above, CRUZ ALLIANCE, L.L.C. has appointed me, Charles R. Harrison, Esquire, 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.

Dated:

11/25/98

  
Charles R. Harrison, Esquire

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of November, 1998 by Charles R. Harrison, Esquire, on behalf of CRUZ ALLIANCE, L.L.C., who (check one): \_\_\_ is personally known to me; \_\_\_ has produced a driver's license (issued by a state of the United States within the last [5] years as identification, or \_\_\_ has produced other identification, to-wit: \_\_\_\_\_. Affiant did take an oath.

Betty Ann Creek  
Notary Public-State of Florida



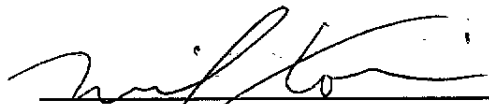
Betty Ann Cheek  
My Commission CC676235  
Expires September 01, 2001

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF ORANGE    )

In compliance with Florida Statute 608.407(2), the undersigned member of CRUZ ALLIANCE, L.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 \$ 23,666.00.
3. No property other than cash has been contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 35,666.00. This total includes the amounts from 2 and 3 above.

  
Neil Koni, President  
KLM Development, Inc.

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of Nov., 1998 by Neil Koni, President of KLM Development, Inc., a member, on behalf of CRUZ ALLIANCE, L.L.C., who (check one): ☒ is personally known to me; ☐ has produced a driver's license (issued by a state of the United States within the last [5] years as identification, or ☐ has produced other identification, to-wit: \_\_\_\_\_.  
Affiant did not take an oath.

  
Notary Public – State of Florida

