

L98000003116

LAW OFFICES OF
STEPHEN A. SCOTT, P.A.
728 NORTHWEST 8TH AVENUE
GAINESVILLE, FL 32602

(352) 378-3056
FAX (352) 372-6530

MAILING ADDRESS:
POST OFFICE BOX 2218
GAINESVILLE, FL 32602-2218

December 8, 1998

VIA FEDERAL EXPRESS
Telephone (850) 487-6051

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002707604--7
-12/09/98-01082-003
***293.75 ***293.75

RE: BROOKSTONE MANOR, L.C.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Organization, including the required Affidavit and Designation of Registered Agent Certificate, of BROOKSTONE MANOR, L.C. new Florida limited liability company.

Also enclosed is this firm's check payable to the order of the "Florida Department of State" in the amount of \$293.75. This includes \$250.00 for the filing fee for the Articles of Organization and Affidavit, \$35.00 for the Designation of Registered Agent Certificate and \$8.75 for a Certificate of Status.

Please file these papers at your earliest convenience and send me the Certificate of Status, your letter of acknowledgment and the time-stamped duplicate copy of the Articles of Organization. Thank you.

Sincerely,


Stephen A. Scott

SAS/llm

Enclosures

cc: Mr. Clayton H. Kallman (w/enclosures)

C:\FILES\KALLMAN\LLC\SEC-STAT.001

98 DEC -9 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

L98-3116

Name	OR-12-10
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is **BROOKSTONE MANOR, L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 2245 N.W. 24th Avenue, Gainesville, FL 32605.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual. Its existence shall commence on the date these Articles are executed, except that if they are not filed by the Florida Department of State within five (5) business days of being executed, its existence shall commence when they are so filed.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

<u>Name</u>	<u>Address</u>
CLAYTON H. KALLMAN	2245 N.W. 24th Avenue Gainesville, FL 32605

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

No additional members shall be admitted to the company except with the unanimous written consent of all of the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or 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 and 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 or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death,

FILED
98 DEC -9 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event (such as resignation, expulsion or retirement) that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **BROOKSTONE MANOR, L.C.** certifies:

- 1) The above named Limited Liability Company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 65,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is NONE; (a description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members(s) is \$ 65,000.00.

Clayton H. Kallman
Signature of a member or an authorized representative of a member

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

CLAYTON H. KALLMAN
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

C:\FILES\KALLMAN\LLC\ORGANIZE.ART

FILED
98 DEC -9 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 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: **BROOKSTONE MANOR, L.C.**
2. The name and the Florida street address of the registered agent are:

STEPHEN A. SCOTT
NAME

728 N.W. 8th Avenue
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Gainesville, FL 32601
CITY, STATE AND ZIP

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.



Signature

Filing Fee: \$35.00 for Designation of Registered Agent

C:\FILES\KALLMAN\LLC\DESIGNAT.CER

FILED
98 DEC -9 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA