

L98000003219



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 067908 7142288

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 285.00

ORDER DATE : December 16, 1998

ORDER TIME : 2:16 PM

ORDER NO. : 067908-005

CUSTOMER NO: 7142288

CUSTOMER: Sharon Zuccaro, Esq  
SHARON M. ZUCCARO, ESQ.  
SHARON M. ZUCCARO, ESQ.  
Suite 210  
1400 Gulf Shore Blvd.  
Naples, FL 34102

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DOMESTIC FILING

NAME: GEGAX/JOHNSON, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Checker	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 17 PM 1:40

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98 DEC 17 AM 8:50  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION**

**OF**

**GEGAX/JOHNSON, L.C.**

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

**ARTICLE I --NAME**

The name of the Limited Liability Company shall be Gegax/Johnson, L.C. ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be  
975 Imperial Golf Course Boulevard, Suite 117, Naples Florida 34110.

**ARTICLE III--DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years from the date hereof unless the Company is earlier dissolved.

**ARTICLE IV --REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is  
Brian W. Johnson  
975 Imperial Golf Course Boulevard  
Suite 117  
Naples, Florida 34110

**ARTICLE V --INITIAL CAPITAL CONTRIBUTIONS**

The members of the Company shall make initial cash contributions to the capital of the Company as set forth in Exhibit "A "

**ARTICLE VI--ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional future capital contributions to the Company as provided in the Regulations for the Company or otherwise by the unanimous consent of all the members.

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## ARTICLE VII--ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the 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 the members. A member may only 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 of 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 VIII--TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 the remaining members, provided there are at least two remaining members.

## ARTICLE IX--MANAGEMENT

The Company shall be managed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the members of the Company are:

	NAME	ADDRESS
(a)	Jan L. Gegax	13105 Vanderbilt Drive No. 209, Naples, Florida 34110
(b)	Brian W. Johnson	13105 Vanderbilt Drive No. 209, Naples, Florida 34110

## ARTICLE X-AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

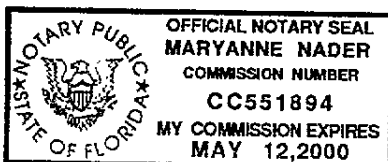
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on this 15<sup>th</sup> day of December, 1998

ORGANIZERS:

Jan L. Gegax  
Jan L. Gegax  
Brian W. Johnson  
Brian W. Johnson

STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to and subscribed before me this 15<sup>th</sup> day of December, 1998 by  
Jan L. Gegax.



Maryanne Nader  
(Print Name)  
Name: Maryanne Nader

Personally Known \_\_\_\_\_ OR Produced Identification ✓ FL License

Type of Identification Produced FL License

STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to and subscribed before me this 15<sup>th</sup> day of December, 1998 by  
Brian W. Johnson.

Maryanne Nader  
(Print Name)  
Name: Maryanne Nader

Personally Known \_\_\_\_\_ OR Produced Identification ✓

Type of Identification Produced FL License  
(Seal)

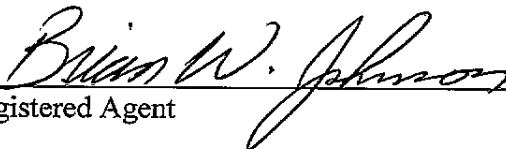


**EXHIBIT "A"**

<b><u>MEMBER</u></b>	<b><u>CAPITAL CONTRIBUTION</u></b>	<b><u>PERCENTAGE</u></b>
Jan L. Gegax	\$99,000.00	50%
Brian W. Johnson	\$ 1,000.00	50%

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of GEGAX/JOHNSON, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relation to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

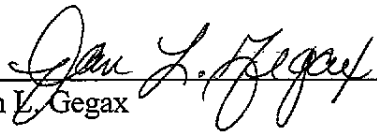
  
\_\_\_\_\_  
Registered Agent

### **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of GEGAX/JOHNSON, L.C. deposes and says:

1. The above named Limited Liability Company has at least two members
2. The total amount of cash contributed by the member(s) is \$100,000.00.
3. If any, the agreed value of property other than cash contributed by member is NONE.  
A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the member(s) is \$100,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

  
\_\_\_\_\_  
Jan L. Gegax

(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.)

Artoforg.wpd