

L99000000058

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900002729229-2
-01/04/99-01067-017
****285.00 ****285.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. General Tower Limited company
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 4: 24

L99-58
99-58
Name
Availability
Doc. No.
Filing Fee
Filing Date
Filing Agent
W. P. Vailly

RECEIVED
99 JAN 11 PM 5: 55

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

FILINGS, INC.

TALLAHASSEE, FL

SUBJECT: GENERAL TOWER, LIMITED COMPANY
Ref. Number: W99000000079

We have received your document for GENERAL TOWER, LIMITED COMPANY 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.

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.

On the affidavit an exact amount must be given. Unknown is not acceptable.,

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

Tammi Cline
Document Specialist

Letter Number: 699A00000118

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN -5 PM 4: 25

ARTICLES OF ORGANIZATION
OF GENERAL TOWER, LIMITED COMPANY

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99
AUG-15
PM 4:25

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be General Tower, L. C., and its principal office shall be located at 7800 W. Oakland Park Blvd, Bldg "G" in the City of Sunrise, County of Broward, State of Florida 33351, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. This is also the mailing address.

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 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

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until the first annual meeting of members or until a successors is elected and qualified is as follows: Leon Letendre, General d'importation, Route National #1, P.O. Box 15358 Damien, Port Au Prince, Haiti. The manager shall be vested with the power and authority to adopt, alter, amend or repeal regulations of the company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN-5 PM 4:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 4: 25

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority 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 a majority of the members.

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 members shall have the right to continue the business on majority consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the initial aggregate amount of \$4,000.00 cash shall be paid to the limited liability company by the four (4) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by majority consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) The members agree that Leon Letendre shall loan funds to the company in increments for working capital up to a total of \$399,000.00. The rate of interest shall be determined by a majority of the members. The loan shall be repaid by the company as soon as conveniently possible from operating profits of the company. Until the above loan is paid in full, the members shall not be entitled to any net profits. Upon payment of the loan in full plus accrued interest, if any, the profits shall be shared in accordance with paragraph (b) below. In addition, Leon Letendre shall loan \$1,000.00 to Joel S. Alkire, shall loan \$1,000.00 to James P. Hilton, and shall loan \$1,000.00 to Antonio Duque, and each member shall contribute \$1,000.00 to the company as their initial capital contribution. In return, the members agree to pledge and hypothecate their certificates of membership interest (with voting rights) to Leon Letendre and said pledges shall be released upon payment in full of the company loan of \$399,000.00 and payment in full of each members loan of \$1,000.00.

(b) Profit Sharing. The members 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 conducting 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 members 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 January 2, 1999.

(c) 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 members in equal shares.

ARTICLE VIII

DURATION

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

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7800 W. Oakland Park Blvd, Bldg "G," City of Sunrise, County of Broward, State of Florida 33351, and the name of the company's initial registered agent at that address is Rejean Lapierre.

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

ARTICLE X

The initial members of the limited liability company and their addresses are as follows:

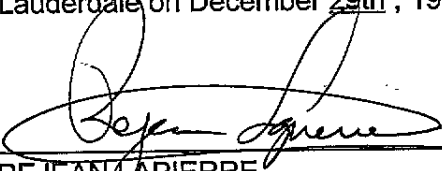
- a) Leon Letendre, General d'importation
Route Nationale #1, P.O. Box 15358, Damien, Port au Price, Haiti
- b) Joel S. Alkire, 5230 S.E. 114th Place, Belview, Florida 34420
- c) James P. Hilton, 2999 Bluffton Cove, Oviedo, Florida 32765
- d) Antonio Duque, 15720 S.W. 252nd Street, Miami, Florida 33031

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -5 PM 4:25

ARTICLE XI

IN WITNESS WHEREOF the foregoing Articles of Organization have been duly signed by REJEAN LAPIERRE, an authorized representative of one of the members, who affirms under penalty of perjury that the foregoing facts are true.

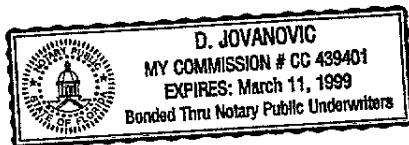
Executed by the undersigned at Fort Lauderdale on December 29th, 1998.

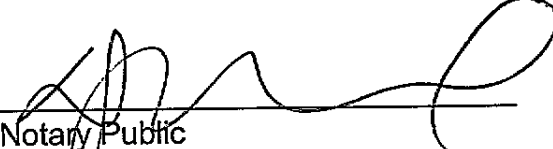

REJEAN LAPIERRE

STATE OF FLORIDA)
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT, was acknowledged before me by REJEAN LAPIERRE, who is personally known to me or who has produced his Driver's Licenses as identification and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 29th day of December, 1998.




Notary Public

Typed Name: _____

Commission No. _____

My Commission Expires: _____

C:\WP\WIN60\WPDOCS\CORP\WRK\ARTORGZ.837

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 4: 25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN -5 PM 4: 25

LIMITED LIABILITY COMPANY APPOINTMENT OF
REGISTERED AGENT AND OFFICE

State of Florida)

SS

County of Broward)

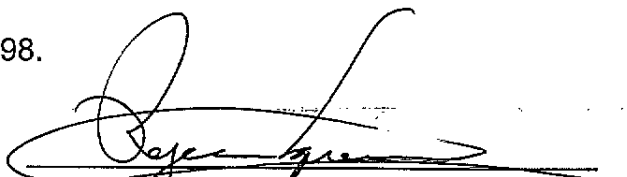
Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is General Tower, L.C.

The name of the registered agent for General Tower, L.C. is Rejean Lapierre and the street address of the company's principal office where the agent is located is 7800 W. Oakland Park Blvd, Bldg "G", Sunrise, Florida 33351.

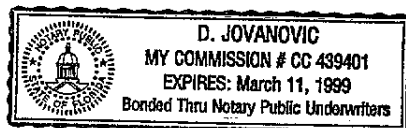
This statement is to acknowledge that, as indicated above, General Tower, L.C. has appointed me, Rejean Lapierre, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this 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.

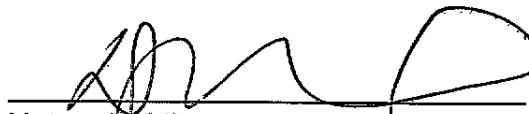
Dated this 29th day of December, 1998.


REJEAN LAPIERRE

THE FOREGOING INSTRUMENT, was acknowledged before me by REJEAN LAPIERRE, who is personally known to me or who has produced his Driver's Licenses as identification and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 29th day of December, 1998.




Notary Public

Typed Name:

Commission No.

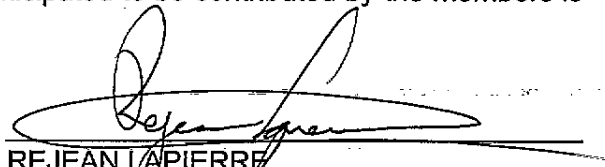
My Commission Expires:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida)
 ss
County of Broward)

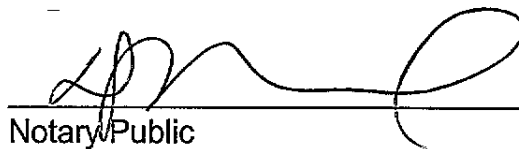
In compliance with FS § 608.407(2), the undersigned member of General Tower, L.C. deposes and says:

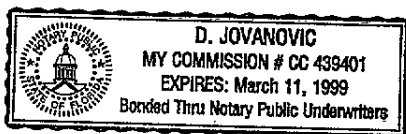
1. The limited liability company identified above has four (4) members.
2. The total amount of cash contributed by the members is \$4,000.00.
3. The total amount of cash or property anticipated to be contributed by the members is \$4,000.00


REJEAN LAPIERRE

THE FOREGOING instrument was acknowledged before me this 29th day of December by REJEAN LAPIERRE, an authorized representative on behalf of General Tower, a limited liability company. He is personally known to me or has produced Driver's License as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 29th day of December, 1998.


Notary Public



Typed Name: _____
Commission No. _____
My Commission Expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 4: 25