

L990000000263

LAW OFFICES  
WEST & FEINBERG, P.C.

SUITE 775N  
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RONALD D. WEST (MD, DC)  
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STEVEN W. JACOBSON (MD, DC, GA)  
JOE L. LEONE (MD, DC, FL, VA)  
BROOKS B. GRACIE III (MD)  
JULIE ANN GARBER (MD, PA)  
MINDY G. SUCHINSKY (MD, NY, IL)

WRITER'S DIRECT NUMBER IS  
(301) 951-1515

December 23, 1998

Via Federal Express

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

300002723583--4  
-12/28/98--01100--004  
\*\*\*285.00 \*\*\*285.00

Re: Articles of Organization for McKay Family L.L.C.  
Our File No. 16241.1

Gentlemen:

I enclose for filing Articles of Organization on behalf of the above named limited liability company, along with a check in the amount of \$285.00 to cover the filing fees.

Please call me directly if you have any questions or if additional information is required.

Sincerely,

*Julie Ann Garber*  
Julie Ann Garber

98 DEC 28 AM 11:37  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	11/4/99
Availability	JAG doc
Document	enclosures
Examiner	DCC
Updater	U:\Files\WILLS\16241\16241.1r.wpd
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WRITER'S DIRECT NUMBER IS  
(301) 951-1515

January 11, 1999

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attention: Ms. Diane Cushing

Re: Articles of Organization for McKay Family L.L.C.  
Our File No. 16241.1

Dear Ms. Cushing:

Enclosed please find Exhibit A to the Articles of Organization for the McKay Family L.L.C., which Exhibit describes the property to be contributed to the company, other than cash.

Also enclosed is the letter that you forwarded to me along with the attached affidavit. However, I am not enclosing the check in the amount of \$285.00 as it was not in the envelope that was addressed to me.

Please call me directly if you have any questions or if additional information is required.

Sincerely,

  
Julie Ann Garber

JAG  
enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 4, 1999

JULIE ANN GARBER  
WEST & FEINBERG, P.C.  
4550 MONTGOMERY AVENUE, SUITE 775N  
BETHESDA, MD 20814

SUBJECT: MCKAY FAMILY L.L.C.  
Ref. Number: W99000000112

We have received your document for MCKAY FAMILY 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):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 099A00000192

**ARTICLES OF ORGANIZATION OF  
MCKAY FAMILY L.L.C.  
a Florida Limited Liability Company**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the limited liability company is **MCKAY FAMILY L.L.C.**

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is:

5760 Midnight Pass Road  
Apt. 301D  
Sarasota, Florida 34242

**ARTICLE III  
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV  
MANAGEMENT**

The limited liability company is to be managed by one or more managers, to be appointed by the members of the Company, in the manner to be agreed upon by the members. The initial Managers of the limited liability company and their addresses are listed below:

Neville Roy McKay  
5760 Midnight Pass Road  
Apt. 301D  
Sarasota, Florida 34242

Gertrude Majorie McKay  
5760 Midnight Pass Road  
Apt. 301D  
Sarasota, Florida 34242

The foregoing persons are to serve as managers of the limited liability company until successors are elected and qualified.

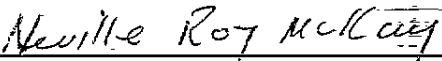
**ARTICLE V**  
**MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on the death, 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.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the limited liability company's initial registered agent is 5760 Midnight Pass Road, Apt. 301D, Sarasota, Florida 34242. The name of the limited liability company's initial registered agent at that office is Neville Roy McKay.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization this 22<sup>nd</sup> day of December, 1998.

  
\_\_\_\_\_  
Neville Roy McKay, Manager and Member

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **MCKAY FAMILY L.L.C.**, a Florida limited liability company (the "Company"), in the Company's articles of organization:

*Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned 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 relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.*

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 22<sup>nd</sup> day of December, 1998.

Neville Roy McKay  
Neville Roy McKay

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP  
AND CONTRIBUTIONS**

The undersigned member of McKay Family L.L.C. deposes and says:

1. McKay Family L.L.C. has two members.
2. The total amount of cash contributed by the members is: \$ 315,000;
3. The agreed value of property other than cash contributed by the members is (a description of the property is attached and made a part hereof): \$1,598,900.00;
4. The total amount of cash and property contributed and anticipated to be contributed by the members is: \$1,913,900.00.

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

Neville Roy McKay  
Neville Roy McKay

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TALLAHASSEE, FLORIDA

EXHIBIT A

DESCRIPTION OF PROPERTY TO BE CONTRIBUTED TO MCKAY FAMILY L.L.C.  
(Other than Cash)

- |    |   |              |
|----|---|--------------|
| 1) | Hilton Stock:   | \$996,650.00 |
| 2) | Naylor First Deed of Trust:   | \$150,000.00 |
| 3) | Steve Reese Second Deed of Trust:   | \$ 60,250.00 |
| 4) | Selma Second Deed of Trust:   | \$ 7,000.00  |
| 5) | Real Property located at<br>5760 Midnight Pass Road,<br>Apt. 301D,<br>Sarasota, Florida 34242 | \$385,000.00 |

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