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ORDER DATE : January 21, 1999

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ORDER NO. : 108371-005

CUSTOMER NO: 80670A

900002751189--9

CUSTOMER: Mr. Pieter G. Van Dien
CARDILLO KEITH & BONAQUIST
CARDILLO KEITH & BONAQUIST
3550 E. Tamiami Trail

Naples, FL 34112

DOMESTIC FILING

NAME: MORGAN DOUGLAS ENTERPRISES,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

L99-360

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Acknowledgment	<i>OR</i>
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TALLAHASSEE, FL 32399-0001

**ARTICLES OF
ORGANIZATION OF
MORGAN DOUGLAS ENTERPRISES, L. C.**

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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 Morgan Douglas Enterprises, L. C., and its principal office shall be located at 4848 Old US 41, Suite 14, Naples, Florida 34110 in the City of Naples, County of Collier, State of Florida, and its mailing address shall be same, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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.

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.

7. Specifically, to purchase or otherwise acquire, improve, manage or develop real property for resale or rental.

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

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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:

Scott D. Hunter	residing at	11823 Night Heron Drive Naples, Florida 34119
Leslie N. Hunter	residing at	11823 Night Heron Drive Naples, Florida 34119
Scott D. Hunter, II	residing at	11823 Night Heron Drive Naples, Florida 34119
Tracy M. Hunter	residing at	11823 Night Heron Drive Naples, Florida 34119

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ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous 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 all 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 unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100 cash shall be paid to the limited liability company by the members in the following proportions:

Scott D. Hunter	-	\$26
Leslie N. Hunter	-	\$26
Scott D. Hunter, II	-	\$24
Tracy M. Hunter	-	\$24

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

ARTICLE VII

PROFITS AND LOSSES

(a) 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 the distributive share of the profits specified as follows:

Scott D. Hunter	-	26%
Leslie N. Hunter	-	26%
Scott D. Hunter, II	-	24%
Tracy M. Hunter	-	24%

The distributive share of the profits shall be determined and paid to the members annually at the end of each business year or at such other time as determined by the members.

(b) 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 the following shares:

Scott D. Hunter	-	26%
Leslie N. Hunter	-	26%
Scott D. Hunter, II	-	24%
Tracy M. Hunter	-	24%

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ARTICLE VIII

DURATION

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

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

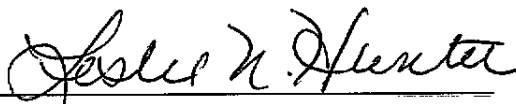
The address of the initial registered office of the limited liability company is 3550 E. Tamiami Trail, City of Naples, County of Collier, State of Florida, and the name of the company's initial registered agent at that address is Pieter G. Van Dien, Esq.

The undersigned, being the organizers of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Morgan Douglas Enterprises, L. C.

Executed by the undersigned in Naples, Florida on the 15th day of January, 1999.



Scott D. Hunter



Leslie N. Hunter

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida)
) ss
County of Collier)

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of Morgan Douglas Enterprises, 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 \$100.
3. No other property other than cash is being contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$100. This total includes the amounts from 2 and 3 above.

Scott D. Hunter
Scott D. Hunter, Member

The foregoing instrument was acknowledged before me this 15th day of January, 1999 by Scott D. Hunter, Member on behalf of Morgan Douglas Enterprises, L.C., a limited liability company. Scott D. Hunter is personally known to me or X has produced FL Dr Lic # H536- as identification.
784-56-262-0

 **RENEE A. PERKINS**
COMMISSION # CC 454257
EXPIRES APR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Renee A. Perkins
Notary Public
My Commission Expires
(Seal)

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DESIGNATION OF REGISTERED AGENT

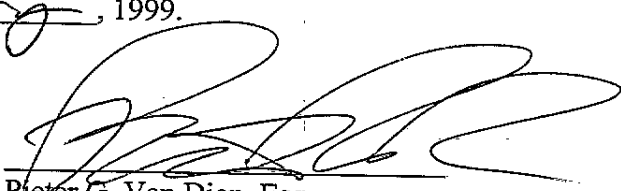
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Morgan Douglas Enterprises, L.C.

The name of the registered agent for Morgan Douglas Enterprises, L.C. is Pieter G. Van Dien, Esq. and the street address where the agent is located is 3550 E. Tamiami Trail, Naples, Florida 34112.

This statement is to acknowledge that, as indicated above, Morgan Douglas Enterprises, L.C. has appointed me, Pieter G. Van Dien, Esq., 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.

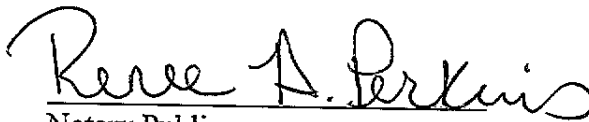
Dated this 15 day of January, 1999.


Pieter G. Van Dien, Esq.

The foregoing instrument was acknowledged before me on this 15th day of January, 1999 by Pieter G. Van Dien, registered agent of Morgan Douglas Enterprises, Inc., a limited liability company. Pieter G. Van Dien is X personally known to me or has produced as identification.



RENEL A. PERKINS
COMMISSION # CC 454257
EXPIRES APR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
My Commission Expires:
(Seal)

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