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January 8, 1999

VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/11/99-01101-021  
\*\*\*\*285.00 \*\*\*\*285.00

Re: Our File No. 98-21825  
Ezon/Halvorsen - Formation of HEF, Limited Liability Company

Gentlemen:

Enclosed please find two (2) originally signed Articles of Organization of EF GUARANTOR, L.C. for filing. We have also enclosed our check number 22862 in the amount of Two Hundred Eighty-Five and 00/100 (\$285.00) Dollars, representing:

Filing Fees: \$250.00  
Registered Agent Designation \$ 35.00

Please forward a stamped copy of the filed Articles of Organization to my attention. A self-addressed envelope is enclosed for your convenience.

Please do not hesitate to contact me at (561) 395-1000 should you have any questions regarding the enclosed documents.

Very truly yours,



Anne Marie La Ferla  
Legal Assistant

Enclosures

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Name	
Availability	
Document Examiner	
Updater	
Updater Verifyer	
Acknowledgement	
W. P. Verifyer	

**EF GUARANTOR, L.C.**

**ARTICLES OF ORGANIZATION**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is EF Guarantor, L.C. (the "Company").

**ARTICLE II. ADDRESS**

The Company's principal street address and the Company's mailing address are

1100 5th Avenue South  
Naples, Florida 34102  
Attention: Jack O. Tackett

99 JUN 11 AM 10:19  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE III. DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

**ARTICLE IV. PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V. REGISTERED AGENT AND OFFICE**

The Company designates 1100 5th Avenue South, Naples, Florida 34102 as the street address of the initial registered office of the Company and names Jack O. Tackett as the Company's initial registered agent at that address accept service of process within this state.

## ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

## ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The names and addresses of the initial Manager is as follows:

<u>Manager</u>	<u>Address</u>
Barry Gomez	1100 5 <sup>th</sup> Avenue South, Suite 401 Naples, Florida 34102
Bruce Gomez	1100 5 <sup>th</sup> Avenue South, Suite 401 Naples, Florida 34102

Such Managers shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

## ARTICLE VIII. REGULATIONS

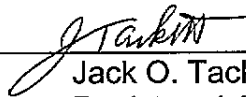
The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative, for the purposes of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization this 6<sup>th</sup> day of January, 1999.

By: Jack O. Tackett  
Jack O. Tackett

### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

  
\_\_\_\_\_  
Jack O. Tackett  
Registered Agent

Dated: Jan 6, 1999

AFFIDAVIT

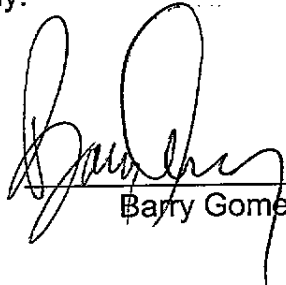
State of Florida )

County of Collier )

Barry Gomez, being first duly sworn, deposes and says:

1. That he is a duly authorized representative of and the Managing Member of EF Guarantor, L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one member;
3. That the Members of the Company have contributed \$1,000,000.00 each consisting of cash only to the capital of the Company and no property other than cash. The anticipated amount of contribution by all the Members to the capital of the Company totals \$2,000,000.00; and
4. That the Members of the Company are expected to contribute no additional capital to the Company.


And further affiant sayeth not.

  
Barry Gomez

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of January 1999, by Barry Gomez, who is the Managing Member forming EF Guarantor, L.C., a Florida limited liability company, who:

☒ is personally known to me, [or]

☐ has produced \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires: 5-1-2002

HILDA B. GILBERT  
Printed Name of Notary

Notary Commission No. 718926

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