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TALLAHASSEE, FL 32301
22-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

CINDY HICKS

DATE:

2/3

REF. #:

0262.5402

CORP. NAME:

Heartland Acquisition, LLC

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-02/03/99--01055--015
****337.50 ****337.50

() ARTICLES OF INCORPORATION

() ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

() CERT. OF AUTHORITY

() LIMITED PARTNERSHIP

☒ LIMITED LIABILITY

() REINSTATEMENT

() MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION () UCC-1

() UCC-3

() OTHER:

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Name

Availability

STATE FEES PREPAID WITH CHECK#

4239

FOR \$

337.50.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

Document
Examiner

Updater

Updater
Verifier

Acknowledgment

W. B. Verifier

PLEASE RETURN:

☒ CERTIFIED COPY

() CERTIFICATE OF STATUS

() PLAIN STAMPED COPY

DIVISION OF CORPORATION

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Examiner's Initials

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 3, 1999

CINDY HICKS
CCRS

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

SUBJECT: HEARTLAND ACQUISITION, LLC
Ref. Number: W99000002753

We have received your document for HEARTLAND ACQUISITION, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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

Tammi Cline
Document Specialist

Letter Number: 199A00004783

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**ARTICLES OF ORGANIZATION
OF
HC ACQUISITION, L.L.C.**

The undersigned organizer hereby executes these Articles of Organization ("**Articles**") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "**Company**") shall be:

HC ACQUISITION, L.L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence on the date that these Articles are filed by the Florida Secretary of State, all required taxes and fees having been paid, and, unless otherwise stated in the Regulations of the Company (the "**Regulations**"), its existence shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

15333 Flight Path Drive
Brooksville, Florida 34609

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 15333 Flight Path Drive, Brooksville, Florida, 34609, and the initial registered agent of the Company at such office shall be Harold D. Holder, Jr. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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ARTICLE V

Admission of Members

The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations of the Company.

ARTICLE VI

Continuation of Business

The members may, by majority vote, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company under applicable law.

ARTICLE VII

Management of Business

The management of the Company shall be vested entirely in its managers, unless otherwise stated in the Regulations.

ARTICLE VIII

Initial Manager

The initial manager of the Company shall be the following person, such person to hold office until his successor has been duly elected and qualify. The name and street address of the initial manager are:

Name

Address

Harold D. Holder, Jr.

15333 Flight Path Drive
Brooksville, Florida 34609

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ARTICLE IX

Regulations

The power to adopt the Regulations, to alter, amend or repeal the Regulations, or to adopt new Regulations, shall be vested in the members of the Company. The Regulations of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



HAROLD D. HOLDER, JR.

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HC ACQUISITION, L.L.C.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 2nd day of February, 1999.


HAROLD D. HOLDER JR.

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HC ACQUISITION, L.L.C.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Harold D. Holder, Jr., a member of HC Acquisition, L.L.C., a Florida limited liability company (the "Company"), does hereby certify:

1. The Company shall initially have at least one (1) member.
2. The total amount of cash being contributed by the members is \$10.
3. The agreed value of property other than cash being contributed by the members is \$0.
4. The total amount of additional cash and property anticipated to be contributed by the members is \$0.

DATED this 2nd day of February, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


HAROLD D. HOLDER, JR.

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