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Morrison & Company

Diane Whitacre

Requester's Name

3838 Tamiami Trail W, Ste 402

Address

Naples, FL 34103

City/State/Zip

Phone #

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Office Use Only

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

00789-02746-00671

W99-2377

215

1. _____ (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

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

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

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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CLERK OF STATE
DIVISION OF CORPORATIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 29, 1999

DIANE WHITACRE
MORRISON & CONROY
3838 TAMiami TRAIL N, STE 402
NAPLES, FL 34103

SUBJECT: TALON MANAGEMENT OF SOUTHWEST FLORIDA, L.C.
Ref. Number: W99000002377

We have received your document for TALON MANAGEMENT OF SOUTHWEST FLORIDA, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 099A00004129

**ARTICLES OF ORGANIZATION
OF
TALON MANAGEMENT OF SOUTHWEST FLORIDA, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is TALON MANAGEMENT OF SOUTHWEST FLORIDA, L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 4428 Silver Fox Drive, Naples, Florida 34119. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizers of the Company are Frank P. Potestio, Jr., Richard Fenton, Edward Finkelstein and Mark Finkelstein, all natural persons at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Frank P. Potestio, Jr.
4288 Silver Fox Drive
Naples, Florida 34119

Richard Todd Fenton
30800 Northwestern Highway, Suite 100
Farmington Hills, Michigan 48334

Edward S. Finkelstein
17842 Argyll Terrace
Boca Raton, Florida 33490

Mark Finkelstein
3324 Whitburn Court
Ada, Michigan 49301

**ARTICLE VII
CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

**ARTICLE VIII
ADMISSION OF NEW MEMBERS**

[Intentionally omitted]

**ARTICLE IX
DISSOLUTION**

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

**ARTICLE X
DISTRIBUTIONS**

Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

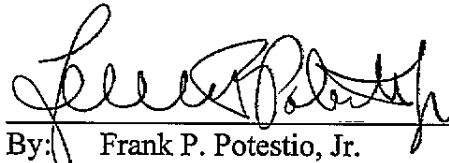
Section 10.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.

ARTICLE XI
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 27th day of January, 1999.



By: Frank P. Potestio, Jr.
Its: Managing Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

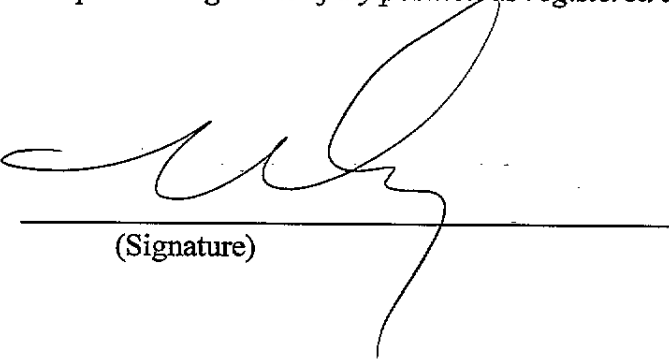
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: TALON MANAGEMENT OF SOUTHWEST
FLORIDA, L.C.

2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 accept the obligations of my position as registered agent.



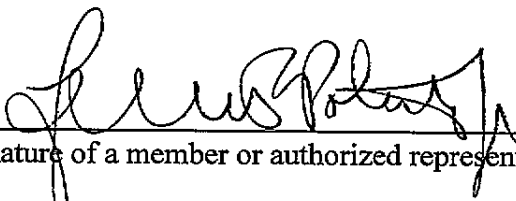
(Signature)

January 22, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of TALON MANAGEMENT OF SOUTHWEST FLORIDA, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00



Signature of a member or authorized representative of a member

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

Corp\LLC\TalonManagement