

L990000001217

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KEITH H. WADSWORTH  
KERRY M. WILSON

Lake Wales  
February 23, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

800002786998-23  
-02/25/99--01043--007  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Smart Team, L.C.

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Organization for the above named proposed Florida company, including the Affidavit of Membership and Capital Contributions. Also enclosed is a \$337.50 check, representing payment of the following fees: file Articles of Organization - \$250.00; \$35.00 registered agent fee; and certified copy fee - \$52.50.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Jacob C. Dykxhoorn  
Peterson & Myers, P.A.  
P.O. Box 1079  
Lake Wales, FL 33853

Name	3/4/99
Availability	If anything further is required, please call me. Thank you for your assistance in this matter.
Document Examiner	DCC
Updater	DCC
Updater	DCC
Ver	JCD/bb
enclosures	DCC
P. Verifier	DCC

Sincerely,

*Jacob C. Dykxhoorn*  
Jacob C. Dykxhoorn

FILED  
FEB 25 AM 11:00  
OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA

L990000001217

6 pages

**ARTICLES OF ORGANIZATION  
OF  
SMART TEAM, L.C.**

FILED  
FEB 25 AM 11:00  
TALLAHASSEE, FLORIDA  
69

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of this limited liability company is **Smart Team, L.C.** (the "company").

**ARTICLE II -- ADDRESS**

The company's mailing address shall initially be **P. O. Box 470442, Celebration, Fl. 34747-0442,** and the street address of the company's principal office shall initially be **2650 Holiday Trail, Kissimmee, Fl. 34746.**

**ARTICLE III -- DURATION**

The company's existence shall begin upon the date and time these articles of organization are filed with the Florida Department of State. The company shall exist until **December 31, 2028**, which shall not be more than thirty (30) years from the date these articles are filed with the Florida Department of State, unless the company is earlier dissolved as provided in these articles of organization, the regulations of the company, or by applicable law.

**ARTICLE IV -- PURPOSES AND POWERS**

This company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

**ARTICLE V -- REGISTERED AGENT**

The name and street address of the company's initial registered agent in the State of Florida is: **Jacob C. Dykxhoorn, 130 East Central Avenue, Lake Wales, Florida 33853.**

## **ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS**

No additional member shall be admitted to the company except with the unanimous written consent of all of the members of the company and only on such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member, unless all of the other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

## **ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS**

The company shall be dissolved upon the death, retirement, resignation, expulsion, insanity, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the company, unless all of the remaining members elect to continue the business of the company.

## **ARTICLE VIII -- MANAGEMENT**

The company shall be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. Except as authorized by a manager, no member is an agent of the company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the company. The names and addresses of the company's initial managers are set forth below. They shall serve as the managers of the company until the first annual meeting of members or until their successors are elected and qualified.

Initial Manager:	Blake E. Ashdown P.O. Box 470442 Celebration, Fl. 34747-0442
Initial Manager:	David S. Imeson P.O. Box 470442 Celebration, Fl. 34747-0442

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99 FEB 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


## **ARTICLE IX -- REGULATIONS**

The power to adopt, alter, amend, or repeal the regulations for the company shall be vested in the members of the company. The regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Regulations adopted by the members may be repealed or altered and new regulations may be adopted by the members, in accordance with the provisions of the regulations or the Florida Limited Liability Company Act, or any successor thereto.

**ARTICLE X -- AMENDMENT OF ARTICLES**

The company reserves the right to amend these articles of organization, from time to time, in any and as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.


IN WITNESS WHEREOF, the undersigned organizer, being a member of the company, has made and subscribed these articles of organization, on this 19 day of February, 1999.

  
\_\_\_\_\_  
David S. Imeson

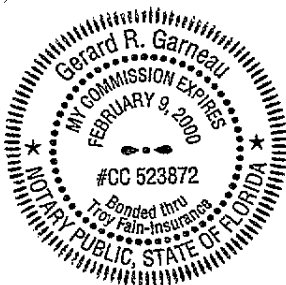
STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of February, 1999, by David S. Imeson, who ☐ is personally known to me or ☒ has produced a driver's license as identification.

  
\_\_\_\_\_  
Notary Public  
Name of Notary: GERARD R. GARNEAU  
Commission Expires: February 09, 2000

(SEAL)

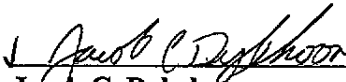


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF REGISTERED AGENT

Having been named in the articles of organization of SMART TEAM, L.C., as the registered agent of this limited liability company, I hereby consent to accept service of process for the foregoing named company at the place designated in the articles of organization, and I 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 state that I am familiar with and accept the obligations of my position as registered agent.

Dated: February 12, 1999

  
\_\_\_\_\_  
Jacob C. Dykxhoorn  
Registered Agent

FILED  
99 FEB 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF  
MEMBERSHIP AND CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA

COUNTY OF OSCEOLA


FILED  
99 FEB 25 AM 11:00  
TALLAHASSEE, FLORIDA

On this day before me, the undersigned notary public, duly authorized in the State and County named above to administer oaths, personally appeared **DAVID S. IMESON**, as a member, or authorized representative of a member, of **SMART TEAM, L.C.**, a Florida limited liability company (the "Company"), who, being by me first duly sworn, deposes and says upon oath as follows:

1. The Company has at least one member.
2. As of the date hereof, the total amount of cash contributed to the Company by the members is: \$ 0
3. As of the date hereof, the agreed value of property other than cash, if any, contributed to the Company by the members is:  
  
A description of the property is attached hereto and made a part hereof. **Not Applicable** \$ 0.00
4. The total amount of cash or other property anticipated to be contributed by the members is: \$ 5,000.00
5. The total amount of 2, 3, and 4 is: \$ 5,000.00

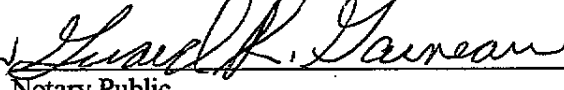
The affiant says nothing further.

Dated: February 19, 1999.

  
\_\_\_\_\_  
DAVID S. IMESON

SWORN TO AND SUBSCRIBED before me this 19<sup>th</sup> day of February, 1999, by **DAVID S. IMESON**, who ☐ is personally known to me or ☒ has produced a driver's license as identification.



  
Notary Public  
Name of Notary: GERARD R. GARNEAU  
Commission Expires: February 09, 2000