

L9900001503

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 AM 10:48

CONTACT: CINDY HICKS
DATE: 3/17
REF. #: _____
CORP. NAME: Torionberg Associates, L.L.C.

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

L99-1503
Name CR-3-17
Availability _____

STATE FEES PREPAID WITH CHECK# 45984 FOR \$ 337.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

Document Examiner CR
Secretary CR
Clerk CR
Acknowledgment CR

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF STATUS ☐ PLAIN STAMPED COPY

Examiner's Initials _____

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99 MAR 17 AM 9:54

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*****337.50 *****337.50

ARTICLES OF ORGANIZATION
OF
TORIONBERG ASSOCIATES, L.L.C.

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The undersigned, pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of the limited liability company shall be Torionberg Associates, L.L.C. (the "Company").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 6655 Canyon Hills Road, Anaheim California 92807.

ARTICLE III - DURATION

The term of existence of the Company shall commence on March 12, 1999, and shall continue until December 31, 2049, unless sooner dissolved pursuant to the Articles of Organization or the Regulations of the Company, or by operation of law.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the Members. The name and address of the initial Managing Member of the Company, who shall serve as Managing Member until replaced as provided in the Company's Regulations, are as follows:

Jacques R. Caldwell, M.D.
c/o Michael T. Koenig
3867 S. Nova Road
Port Orange, Florida 32127

ARTICLE V - NEW MEMBERS

New Members shall be admitted only with the unanimous consent of, and upon terms unanimously approved by, all of the Members.

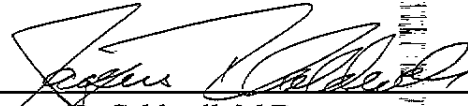
ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued on approval of all of the remaining Members (other than the terminated Member and such Member's successors-in-interest).

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be 3867 S. Nova Road, Port Orange, Florida 32127. The name of the registered agent of the Company at that address is Michael T. Koenig.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed to these Articles of Organization this 12th day of March, 1999.

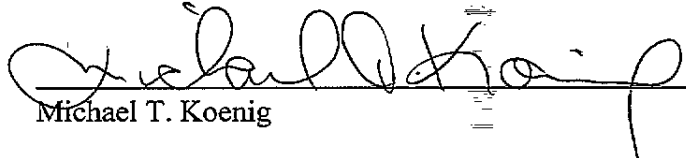


Jacques R. Caldwell, M.D.

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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.



Michael T. Koenig

Date: March 12, 1999

STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared JACQUES R. CALDWELL, M.D., a Member of TORIONBERG ASSOCIATES, L.L.C., a Florida limited liability company (hereinafter referred to as the "Company"), of Orange County, Florida, who upon being duly sworn, certified as follows:

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1. The Company has at least one Member.
2. The total amount of cash contributed by the Members of the Company is \$1,234,889.43.
3. The agreed value of property other than cash contributed by the Members of the Company is \$814,259.83, and a description of the property is attached hereto and made a part hereof as **Exhibit A**.
4. The total amount of cash and property contributed and anticipated to be contributed by Members of the Company is \$2,049,149.26

FURTHER AFFIANT SAITH NOT.



Jacques R. Caldwell, M.D.

Sworn to and subscribed before me this 12th day of March, 1999, by JACQUES R. CALDWELL, M.D., a Member of TORIONBERG ASSOCIATES, L.L.C., a Florida limited liability company. Said person (check one) ☐ is personally known to me, ☒ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____



Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

EXHIBIT A

Description of Property Contributed

Custodian	Cash	Real Estate	Securities	
Bank of America	\$ 830,385.86	\$ -	\$ -	\$ 830,385.86
Salamon Smith Barney	\$ -	\$ -	\$ 7,800.00	\$ 7,800.00
First Union	\$ 76,230.33	\$ -	\$ -	\$ 76,230.33
Charles Schwab	\$ 157,915.70	\$ -	\$ 11,625.00	\$ 169,540.70
Alex. Brown	\$ 70,357.54	\$ -	\$ 37,719.00	\$ 108,076.54
Mortgages	\$ -	\$658,100.00	\$ -	\$ 658,100.00
Collins Group	\$ -	\$ -	\$ 99,015.83	\$ 99,015.83
	\$1,234,889.43	\$658,100.00	\$156,159.83	\$2,049,149.26

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