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Collins, Brown, Caldwell,  
Barkett & Garavaglia

CHARTERED  
ATTORNEYS AT LAW  
756 BEACHLAND BOULEVARD  
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT  
CALVIN B. BROWN  
WILLIAM W. CALDWELL  
SUSAN A. CALISTRI\*  
GEORGE G. COLLINS, JR.\*\*  
MICHAEL J. GARAVAGLIA  
LISA N. THOMPSON\*\*\*

PLEASE REPLY TO:  
POST OFFICE BOX 64-3686  
VERO BEACH, FLORIDA 32964-3686  
561-231-4343  
TELEFAX: 561-234-5213  
INTERNET: CBC@VEROLAW.COM

\*MASTER OF LAWS IN ESTATE PLANNING  
\*\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*\*\*MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

March 29, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

200002824862--1  
-03731/99--01027--006  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Baytree IV, LLC

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Organization for the above named limited liability corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing a check in the amount of \$337.50 covering the following:

Filing Fee	\$250.00
Certified Copy	52.50
Registered Agent Form	35.00

Thank you for your consideration in this matter.

Sincerely,

*George G. Collins, Jr.*  
George G. Collins, Jr.  
For the Firm

GGC, JR./mja  
Enclosures

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

99 MAR 31 PM 1:37  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
Joe Collins GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Mailing Address  
DATE 4/5/99  
DOC. EXAM mja

**ARTICLES OF ORGANIZATION**  
**OF**  
**BAYTREE IV, LLC**  
**A Florida Limited Liability Company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 31 PM 1:37

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be **BAYTREE IV, LLC**, and its principal place of business shall be in the County of Indian River, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be

as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock

company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may

not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of TEN THOUSAND  
(\$ 10,000) Dollars in cash shall be paid to the limited liability  
company by NIFAM, LLC. Additional contributions will be made as required for  
investment purposes, as determined by unanimous consent of the members.

### ARTICLE IV

#### PROFITS AND LOSSES

(a) Sharing of Profits. The net profits arising from the operation of the  
limited liability company business that remain after the payment of the expenses of  
conducting the business of the limited liability company shall be divided equally between  
the members. The distributive share of the profits shall be determined and paid to the  
members as the Managing Members may so direct, but not later than December 31st of  
each year.

(b) Losses. All losses that occur in the operation of the limited liability  
company business shall be paid out of the capital of the limited liability company and the  
profits of the business.

### ARTICLE V

#### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the

authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE VI**

##### **DURATION**

This limited liability company shall have perpetual existence.

#### **ARTICLE VII**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be at 314 Lafayette Road, Hampton, New Hampshire 03842 , the mailing address shall be the same.

#### **ARTICLE VIII**

##### **MANAGEMENT**

This limited liability company shall be managed by the following two (2) Managers. The names and addresses of the members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

Thomas L. Nigrelli  
314 Lafayette Road  
Hampton, New Hampshire 03842

Joyce L. Nigrelli  
314 Lafayette Road  
Hampton, New Hampshire 03842

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

#### **ADDRESS OF ORGANIZER**

The address of the initial registered office of the limited liability company and of the Organizer is 756 Beachland Boulevard, City of Vero Beach, County of Indian River, State of Florida, and the name of its initial registered agent at such address is George G. Collins, Jr.

## **ARTICLE X**

### **RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of

Organization of BAYTREE IV, LLC

Executed by the undersigned at Hampton, NH on MARCH 18,  
1999.

NIFAM, LLC

By: [Signature] member/manager

STATE OF NEW HAMPSHIRE  
COUNTY OF Rockingham

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of March, 1999, by Thomas L. Nigrelli, as member/manager of NIFAM, LLC. He is personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public

Name: Jean Marttila

State of New Hampshire at Large

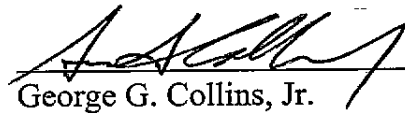
My Commission expires: 1-10-1



**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATED IN THE ARTICLES OF ORGANIZATION**

GEORGE G. COLLINS, JR., an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization

GEORGE G. COLLINS, JR. is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.

  
George G. Collins, Jr.

**AFFIDAVIT  
OF ORGANIZATION  
a Florida Limited Liability Company**

COMES NOW the undersigned, a member of BAYTREE IV, LLC, a Florida Limited Liability Company, who first being duly sworn, files this Affidavit as to the organization of the Company, and states as follows:

1. The Company has at least one (1) Member:

NIFAM, LLC  
314 Lafayette Road  
Hampton, New Hampshire 03842

Additional Members will be admitted in the future.

2. The actual cash contributions to the Company as of its date of organization is equal to TEN THOUSAND

DOLLARS (\$ 10,000.00).

3. The agreed value of property other than cash contributed by the Members to the Company is ZERO

DOLLARS (\$ 0).

4. The total amount of cash and other property anticipated to be contributed to the Company is TEN THOUSAND

DOLLARS (\$ 10,000.00).

IN WITNESS WHEREOF, I set my hand and seal this 18 day of MARCH, 1999.

NIFAM, LLC

By: 