

L99000002100

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W99-8272

March 30, 1999

Florida Department of State  
Division of Corporations, etc.  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

500002825915--3  
-04/01/99-01031-004  
\*\*\*337.50 \*\*\*337.50

Re: Blomquist-Florida Investments, L.L.C.

Dear Ladies:

Enclosed please find an original and one (1) copy of the Articles of Organization for the above limited liability company, together with my client's check in the amount of \$337.50.

Please file same and return the certified copy to the address shown above.

Very truly yours,



RONALD W. RITCHIE

/rwr  
Enclosures

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 14 PM 1:23



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 7, 1999

RONALD W. RITCHIE, P.A.  
PARK NORTH PROFESSIONAL CENTER  
5129 CASTELLO DRIVE, SUITE 4  
NAPLES, FL 34103-1903

SUBJECT: BLOMQUIST-FLORIDA INVESTMENTS, L.L.C.  
Ref. Number: W99000008272

We have received your document for BLOMQUIST-FLORIDA INVESTMENTS, L.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):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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: 399A00017486

ARTICLES OF ORGANIZATION  
OF  
BLOMQUIST-FLORIDA INVESTMENTS, L.L.C.,  
A LIMITED LIABILITY COMPANY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 14 PM 1:23

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ARTICLE I

NAME

The name of this limited liability company is BLOMQUIST-FLORIDA INVESTMENTS, L.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 5129 Castello Drive, Suite #4, Naples, Florida 34103. The Company's registered agent at that address is Ronald W. Ritchie.

ARTICLE III

DURATION

Unless affirmatively dissolved, the Company shall have perpetual duration.

ARTICLE IV

ORGANIZER

The organizer of the Company is C. William Blomquist, a natural person 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 BY MANAGERS

#### Section 6.01 Designation of Managers

(a) Single Manager. The Company will be managed by its managers, C. William Blomquist, whose address is 8009 Herb Farm Drive, Bethesda, Maryland 20817, and Diane K. Blomquist, whose address is 8009 Herb Farm Drive, Bethesda, Maryland 20817, who will serve until the next scheduled annual elections of the Company.

(b) Removal. The member(s) may remove the managers, without having to possess, state, or prove cause, by

(i) a vote of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought. The vote must be taken at a properly scheduled meeting of the members, and a manager whose removal is sought may not vote, or

(ii) written consent of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought.

The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

(c) Resignation. The managers may resign by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the managers must give notice by a means sufficient under the laws of the State of Florida. The resignation shall take effect ten (10) days after the date the managers give notice to all members, or at a later date stated in the notice of resignation.

(d) Interim Management. Once the resignation of the managers is effective or the members remove the managers, the Company will be managed by one or more interim managers chosen with the majority consent of the members.

(e) Replacement Manager. The members will elect one or more replacement managers at a properly scheduled meeting of the members. The vote of members holding a majority of the voting power of all membership interests is necessary to elect a replacement manager. In the case of the removal of a manager under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement manager. Once elected, a replacement manager will have all of the powers and duties of the initial manager.

## **Section 6.02 Authority of the Managers**

Managers' Operational Authority. The managers have sole authority to manage the Company and are authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. This provision does not alter or waive any duty that the managers may have to the Company concerning the managers'

exercise of management authority.

**Section 6.03    Nonliability of Managers for Acts or Omissions in  
                 Official Capacity**

The managers are released from liability for damages and other monetary relief to the full extent permitted by the laws of the State of Florida.

**Section 6.04    No Authority of Members**

Except as authorized by the managers, 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.

**ARTICLE VII**

**IDENTIFICATION OF MANAGERS**

The names and addresses of the manager of the Company are:

**C. WILLIAM BLOMQUIST  
8009 HERB FARM DRIVE  
BETHESDA, MARYLAND 20817**

**DIANE K. BLOMQUIST  
8009 HERB FARM DRIVE  
BETHESDA, MARYLAND 20817**

**ARTICLE VIII**

**CONTRIBUTIONS**

The member(s) in the aggregate have contributed to the Company \$1,000.00 in cash.

**ARTICLE IX**

**ADMISSION OF NEW MEMBERS**

The Company may admit new members only upon the unanimous written consent of all members as provided in the Company's operating agreement.

## **ARTICLE X**

### **DISSOLUTION**

#### **Section 10.01 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 10.01(b), the Company must have at least one remaining 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 XI**

### **DISTRIBUTIONS**

#### **Section 11.01 Interim Distributions**

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

#### **Section 11.02 Winding-Up Distributions**

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

ARTICLE XII

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 9th day of April, 1999.

BY:

C. William Blomquist  
C. WILLIAM BLOMQUIST Organizer

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this  
9th day of April, 1999, by C. WILLIAM BLOMQUIST, who is  
personally known to me (or has produced his Florida Driver's  
License No. \_\_\_\_\_ as identification)  
and who did/did not take an oath.

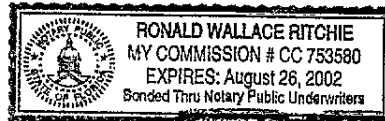
( S E A L )

  
NOTARY PUBLIC

Print Name - RONALD W. RITCHIE

Commission Number - \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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

Pursuant to the provisions of Section 608.415 and 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 **BLOMQUIST-FLORIDA INVESTMENTS, L. L. C.**

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

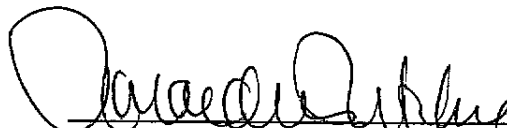
Ronald W. Ritchie  
5129 Castello Drive, Suite #4  
Naples, Florida 34103

\* \* \* \*

**ACKNOWLEDGMENT AND ACCEPTANCE**

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 and accept the obligations of my position as Registered Agent.

DATED this 9th day of April, 1999.

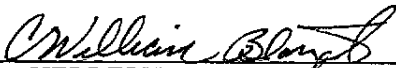


**RONALD W. RITCHIE, Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of BLOMQUIST-FLORIDA INVESTMENTS, L. L. C. deposes and says:

1. The above named limited liability company has two members.
2. The total amount of all cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the member is \$ -0-.
4. The amount of cash or property anticipated to be contributed by the members is \$2,500,000.00.
5. The total amounts of 2, 3 and 4 above is \$2,501,000.00.

  
C. WILLIAM BLOMQUIST,  
Authorized representative of a member

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

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