

L99000002334

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302.  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SBN Parkland, L.C.

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\*\*\*\*285.00 \*\*\*\*285.00

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99 APR 23 PM 4:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_ Art of Inc. File \_\_\_  
\_\_\_ LTD Partnership File \_\_\_  
\_\_\_ Foreign Corp. File \_\_\_  
\_\_\_ ☒ L.C. File \_\_\_  
\_\_\_ Fictitious Name File \_\_\_  
\_\_\_ Trade/Service Mark \_\_\_  
\_\_\_ Merger File \_\_\_  
\_\_\_ Art. of Amend. File \_\_\_  
\_\_\_ RA Resignation \_\_\_  
\_\_\_ Dissolution / Withdrawal \_\_\_  
\_\_\_ Annual Report / Reinstatement \_\_\_  
\_\_\_ Cert. Copy \_\_\_  
\_\_\_ ☒ Photo Copy \_\_\_  
\_\_\_ Certificate of Good Standing \_\_\_  
\_\_\_ Certificate of Status \_\_\_  
\_\_\_ Certificate of Fictitious Name \_\_\_  
\_\_\_ Corp Record Search \_\_\_  
\_\_\_ Officer Search \_\_\_  
\_\_\_ Fictitious Search \_\_\_  
\_\_\_ Fictitious Owner Search \_\_\_  
\_\_\_ Vehicle Search \_\_\_  
\_\_\_ Driving Record \_\_\_  
\_\_\_ UCC 1 or 3 File \_\_\_  
\_\_\_ UCC 11 Search \_\_\_  
\_\_\_ UCC 11 Retrieval \_\_\_  
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① effect date

W99000009662

L99000002334

Name	4/23/99
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Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

7 pages



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 23, 1999

CAPITAL CONNECTION  
417 E. VIRGINIA STREET, SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: SBN PARKLAND, L.C.  
Ref. Number: W99000009662

We have received your document for SBN PARKLAND, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 099A00021531

**ARTICLES OF ORGANIZATION**

**OF**

**SBN PARKLAND, L.C.**

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99 APR 23 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned initial member of SBN PARKLAND, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: SBN PARKLAND, L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon filing, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of the Company is: 2808 N.E. 32nd Street, Lighthouse Point, Florida 33064.

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is: 2808 N.E. 32nd Street, Lighthouse Point, Florida 33064.

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be: Lawrence M. Fuchs, Esq., Fuchs and Jones, P.A., 590 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411.

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by

the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

#### **ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

#### **ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

#### **ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of the members or until its successors are elected and qualify.

Bernard Bergman  
2808 N.E. 32nd Street  
Lighthouse Point, Florida 33064

#### **ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

#### **ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is

taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

**ARTICLE XII. AMENDMENT OF REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 16<sup>th</sup> day of April, 1999.

INITIAL MEMBER:

By: \_\_\_\_\_

BERNARD BERGMAN,

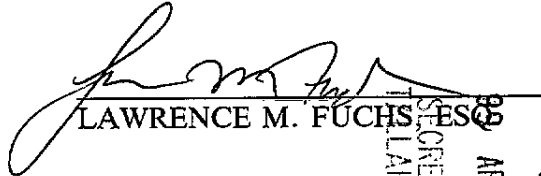
Its MANAGER

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19 APR 23 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act: Lawrence M. Fuchs, Esq., Fuchs and Jones, P.A., 590 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411

Having been appointed registered agent of SBN PARKLAND, L.C.  
in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

  
LAWRENCE M. FUCHS, ESQ.

Dated: 4-16-89

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APR 23 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of SBN PARKLAND, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

FOUR HUNDRED THOUSAND DOLLARS (\$400,000.00)

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

NONE

4. There have been no contributions to the Company made by the members other than cash contributions and contribution of promissory notes.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Dated: 4-16-99

INITIAL MEMBER:

By: Bernard Bergman  
BERNARD BERGMAN,  
Its MANAGER