

L99000002357



ACCOUNT NO. : 072100000032  
REFERENCE : 217656 9725B  
AUTHORIZATION : *Patricia Pizzuto*  
COST LIMIT : \$ 337.50

ORDER DATE : April 26, 1999  
ORDER TIME : 4:17 PM  
ORDER NO. : 217656-005  
CUSTOMER NO: 9725B

000002852510--3

CUSTOMER: Mr. Gregory L. Urbancic  
ROETZEL & ANDRESS  
ROETZEL & ANDRESS  
Trainon Centre, Third Floor  
850 Park Shore Drive  
Naples, FL 34103

DOMESTIC FILING

NAME: BIRDING.COM, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>XX</u>	CERTIFIED COPY
Availability	<u>99</u>	PLAIN STAMPED COPY
	<u>DCC</u>	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Jeanine Reynolds	
Updater	<u>DCC</u>	EXAMINER'S INITIALS: _____
W. P. Verifier	<u>DCC</u>	
Acknowledgement	<u>DCC</u>	
W. P. Verifier	<u>DCC</u>	

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 APR 26 PM 4:45

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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6 pages

L99000002357

**ARTICLES OF ORGANIZATION  
OF  
BIRDING.COM, L.L.C.**

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TALLAHASSEE, FLORIDA

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

**ARTICLE I -- NAME**

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

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be 12650 Collier's Reserve Drive, Naples, Florida 34110.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Peter W. Thayer, 12650 Collier's Reserve Drive, Naples, Florida 34110.

**ARTICLE V -- INITIAL CAPITAL CONTRIBUTIONS**

The members of the company shall make initial cash contributions to the capital of the Company as set forth on the Affidavit of Membership and Contributions filed herewith.

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional future capital contributions to the Company as provided in the Regulations of the Company or otherwise by the unanimous consent of all the members.

## ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only 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 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 VIII -- MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the Company. These 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. The name and address of the initial manager of the Company is:

NAME

ADDRESS

Peter W. Thayer

12650 Collier's Reserve Drive  
Naples, Florida 34110

## ARTICLE X - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Naples, Florida, on this 21st day of April, 1999.

ORGANIZER:

Peter W Thayer  
Peter W. Thayer

STATE OF FLORIDA

COUNTY OF COLLIER

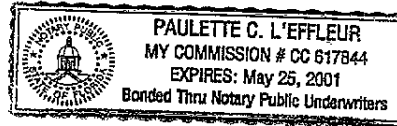
FILED  
99 APR 26 PM 4: 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 21st day of April, 1999, by Peter W. Thayer, who is personally known to me or has produced D. Drim lions as identification.

Paulette C. L'effleur  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Paulette C. L'effleur  
My Commission Expires: \_\_\_\_\_

(SEAL)

Serial No.:

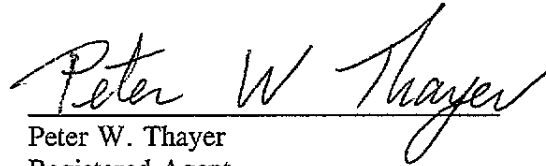


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**BIRDING.COM, L.L.C.**

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of Birding.com, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Peter W. Thayer  
Registered Agent

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of Birding.com, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$25,000.00.
3. No property other than cash has been contributed by the members.
4. The total amount of cash or property anticipated to be contributed by member(s) \$25,000.00. This total includes amounts from 2 and 3 above.

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TALLAHASSEE, FLORIDA

**THE AFFIANT SAYS NOTHING FURTHER**

Dated: April 23, 1999

*Peter W. Thayer*  
\_\_\_\_\_  
Peter W. Thayer

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23rd day of April, 1999, by Peter W. Thayer, who is personally known to me or has produced J. W. [unclear] as identification.

(SEAL)

*Paulette C. L'effleur*  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Paulette C. L'effleur  
My Commission Expires: \_\_\_\_\_

Serial No.:

