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W99-9235

April 15, 1999

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Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Morris Holdings, LLC

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Organization of the above corporation. We have also enclosed a check in the amount of \$337.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to give me a call.

Sincerely,

Michael D. Horlick

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

Enclosures

cc: Geoffrey D. Morris, Esq.

MORRISLL.LTR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 27 PM 1:16



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 19, 1999

MICHAEL D. HORLICK  
P.O. BOX 249  
VENICE, FL 34284-0249

SUBJECT: MORRIS HOLDINGS, LLC  
Ref. Number: W99000009235

We have received your document for MORRIS HOLDINGS, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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: 699A00020169

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 27 PM 1:16

**ARTICLES OF ORGANIZATION  
OF  
MORRIS LAND COMPANY, LLC  
(A LIMITED LIABILITY COMPANY)**

**PREAMBLE**

The undersigned hereby adopts these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act").

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") is MORRIS LAND COMPANY, LLC.

**ARTICLE II  
DURATION--DISSOLUTION**

The Company shall commence its existence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) December 31, 2050; or (2) dissolution pursuant to the provisions of the Act or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon unanimous written consent of the remaining Members.

**ARTICLE III  
PURPOSE**

The purpose and business of the Company shall be to engage in any lawful act or activity which may be carried on by a limited liability company under the Act.

**ARTICLE IV  
ADDRESS OF OFFICE AND AGENT**

**4.1 Place of Business.** The initial business and mailing address of the Company is: 245 South Tamiami Trail, Suite E, Venice, Florida 34285, or such other place or places as the Members may designate from time to time.

**4.2 Registered Agent.** The initial Registered Agent of the Company is: Geoffrey D. Morris, whose address is 245 South Tamiami Trail, Suite E, Venice, Florida 34285.

## **ARTICLE V** **MEMBERSHIP**

**5.1 Initial Member.** The initial Member of the Company and his address is as follows:

William J. Love, as Trustee under the  
Magner, Love & Morris, P.C. Profit Sharing Plan  
f/b/o Geoffrey D. Morris  
c/o Lumsden & McCormick, LLP  
403 Main Street  
Buffalo, New York 14203

**5.2 Admission.** New Members may be admitted only upon the unanimous written consent of the Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other times and conditions as shall be determined by all Members.

**5.3 Transfer-Assignment.** A Membership Interest in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the Membership Interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provision may be made by the Members for transfer or assignment of the Membership Interest of any Member in the Regulations of the Company.

**5.4 Limited Liability.** No Member or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for any debt, obligation, or liability of the Company.

**5.5 Indemnification.** The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the fullest extent now or hereafter permitted by the Act in the manner provided in the Regulations of the Company.

**5.6 Continuation of Business.** The remaining Members may, by unanimous agreement, elect to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

## **ARTICLE VI**

### **CAPITAL**

**6.1 Initial Capital.** The initial capital of the Company shall be contributions of cash, real and/or personal property having a fair market value of One Hundred (\$100.00) Dollars contributed by the initial Member.

**6.2 Additional Capital.** Additional contributions to the capital of the Company may be made upon an "as needed" basis as determined by the Members, and may be made by the Members in proportion to their initial capital contributions or as may otherwise be agreed among them in the Company's Regulations. No Member shall have any obligation to make additional capital contributions except as such Member shall otherwise agree in writing in the Company's Regulations.

## **ARTICLE VII**

### **NET PROFITS OR LOSSES/DISTRIBUTIONS**

**7.1 Percentage Shares.** Except as set forth in the Company's Regulations, each Member shall share in net profits or losses of the Company and in the distribution of the property of the Company in the same proportions as that Member's contributions to the Company bear to the contributions of all Members, as may be adjusted from time to time by reason of additional contributions, or as may otherwise be agreed in the Regulations of the Company.

## **ARTICLE VIII**

### **ASSETS**

**8.1 Title.** Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

**8.2 Conveyance.** Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Manager of the Company duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

## **ARTICLE IX**

### **MANAGEMENT BY MANAGER**

**9.1 Management.** The management of the Company shall be vested in the Manager of the Company who shall be elected annually by the Members in accordance with the Regulations of the Company. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Manager pursuant to the specific rules regarding rights and duties of the Manager enumerated in these Articles of Organization and the Regulations of the Company.

**9.2 Initial Manager.** The initial Manager of the Company who shall serve until the first annual meeting of Members or until his successor is duly elected and qualified is: William J. Love, c/o Lumsden & McCormick, LLP, 403 Main Street, Buffalo, New York 14203

## **ARTICLE X REGULATIONS**

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with the Act or these Articles or Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members. Said Regulations may be adopted in the form of Regulations and/or an Operating Agreement.

## **ARTICLE XI AMENDMENT**

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a majority of the Members. These Articles of Organization shall be amended when:

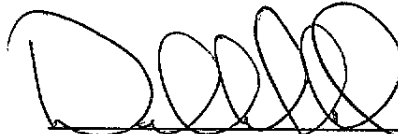
- (1) there is a change in the name of the Company or in the amount or character of the contributions to Capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement between them.

Any amendment shall be signed and sworn to by all Members and, if required by law, an amendment to these Articles of Organization adding a new Member shall be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

**ARTICLE XII**  
**NOTICE**

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

IN WITNESS WHEREOF the undersigned, as organizer, hereby executes these Articles of Organization as of the 31st day of March, 1999.

A handwritten signature in black ink, appearing to read 'William J. Love', written over a horizontal line.

William J. Love, as Trustee under the  
Magner, Love & Morris, P.C.  
Profit Sharing Plan dated September 1, 1980,  
f/b/o Geoffrey D. Morris

MORRIS LAND COMPANY, LLC

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

Having been designated Registered agent to accept service of process for the above stated MORRIS LAND COMPANY, LLC, at the place designated in this Certificate, the undersigned **GEOFFREY D. MORRIS**, whose address is 245 South Tamiami Trail, Suite E, Venice, Florida 34285, does hereby accept the designation and agree to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: March 31, 1999.

  
\_\_\_\_\_  
Geoffrey D. Morris, Registered Agent

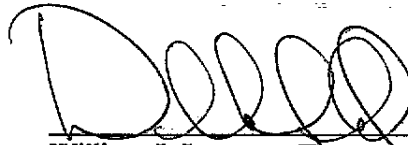


### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MORRIS LAND COMPANY, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$100.00.
3. If any, the agreed net value of property other than cash contributed by the member is \$-0-.
4. There are no anticipated future contributions.
5. The total amount of 2, 3, and 4 above is \$100.00.

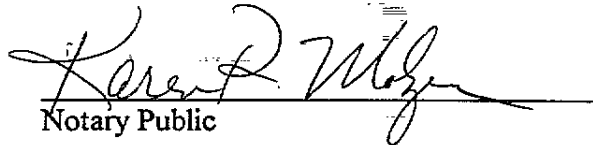
FURTHER AFFIANT SAYETH NOT



William J. Love, as Trustee under the  
Magner, Love & Morris, P.C.  
Profit Sharing Plan dated September 1, 1980,  
f/b/o Geoffrey D. Morris

STATE OF NEW YORK  
COUNTY OF ERIE

The foregoing Affidavit was sworn to and subscribed before me this \_\_\_\_ day of April, 1999 by **WILLIAM J. LOVE**, as Trustee under the Magner, Love & Morris, P.C. Profit Sharing Plan dated September 1, 1980, f/b/o Geoffrey D. Morris, and as the sole Member of MORRIS LAND COMPANY, LLC, and who [ ] is personally known to me or who [ ] has produced a New York driver's license as identification and who did take an oath.

  
Notary Public

MORRIS.AOO