

L99000002893

TRANSMITTAL LETTER

Department of State
LLC Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: SENIOR ADVISORY SERVICES, L.L.C.

Enclosed is an original and one (1) copy of the articles of organization for the above LLC, Statement Designating Registered Agent and Office, Affidavit Under Florida Statute 608.42 and a check for:

Filing Fee \$285; and Registered Agent Desig. \$35.00

Check total

\$320.00

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-05/10/99--01142--008
****320.00 ****320.00

FROM: Thomas J. Davis, Jr., Attorney at Law
4575 Via Royale, Suite 206
Ft. Myers, FL 33919
(941)93-93077

W99-11154

Name	
Availability	
Document Examiner	dec
Updater	dec
Verifier	dec
Acknowledging	dec
W. P. Verifier	dec

NOTE: Please provide the original and one copy of the articles.

L99000002893



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 12, 1999

THOMAS J. DAVIS, JR.
4575 VIA ROYALE, SUITE 206
FORT MYERS, FL 33919

SUBJECT: SENIOR ADVISORY SERVICES, L.L.C.
Ref. Number: W99000011154

We have received your document for SENIOR ADVISORY SERVICES, L.L.C. and your check(s) totaling \$320.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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.

The registered agent must sign accepting the designation.

In the articles of organization there are no provision in the law for a Limited Liability to have shares. Please correct your document.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 199A00026096

**ARTICLES OF ORGANIZATION OF
SENIOR ADVISORY SERVICES, L.L.C.**

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SENIOR ADVISORY SERVICES, L.L.C. and its principal office shall be located at 1401 Kimdale Street, Lehigh Acres, Florida 33936, County of Lee, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the LLC is the same.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles 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 these 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, 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, 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.

The several clauses contained in this statement of the general nature of the business or businesses 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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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 IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Wallace Butterworth, 1880 E. Morten Avenue, Phoenix, AZ 85020

Fred J. Anderson, Trustee of the W. Butterworth Trust established
October 5, 1998.

ARTICLE V

MEMBERSHIP RESTRICTIONS

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 members.

On 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 on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to 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. Each member shall be entitled to the following distribution share:

Fred J. Anderson, Trustee of the
W. Butterworth Trust established
October 5, 1998

ninety-nine (99%) percent

Wallace Butterworth

one (1%) percent

The distributive share of the profits shall be determined and paid to the members as of the last day of each year of business of the limited liability company.

(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, or, if these sources are insufficient to cover such losses, by the members in equal shares, the same percentage as set forth in paragraph (a) for profit sharing.

ARTICLE VIII

DURATION

This limited liability company shall exist until December 31, 2098, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

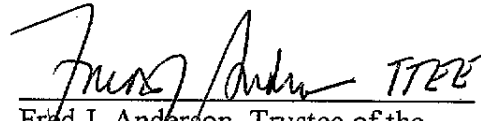
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4575 Via Royale, Suite 206, City of Ft. Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Thomas J. Davis, Jr., Attorney at Law.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SENIOR ADVISORY SERVICES, L.L.C.

Executed by the undersigned at Maricopa County, Arizona, on the 24th day of March, 1999.


Wallace Butterworth


Fred J. Anderson, Trustee of the
W. Butterworth Trust established
October 5, 1998

FILED

99 MAY 10 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE**

State of Florida)
County of Lee)

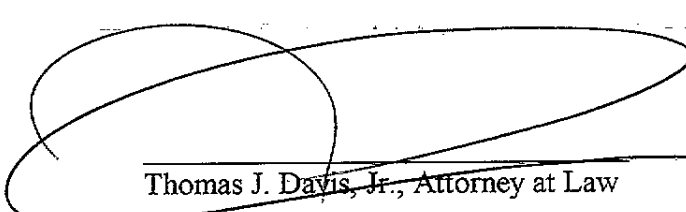
Pursuant to the provisions of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SENIOR ADVISORY SERVICES, L.L.C.

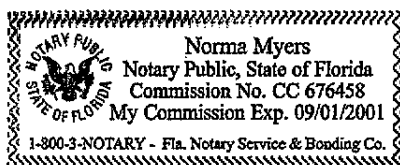
The name of the registered agent for SENIOR ADVISORY SERVICES, L.L.C. is Thomas J. Davis, Jr., Attorney at Law, and the street address of the company's principal office where the agent is located is 4575 Via Royale, Suite 206, Ft. Myers, Florida 33919.

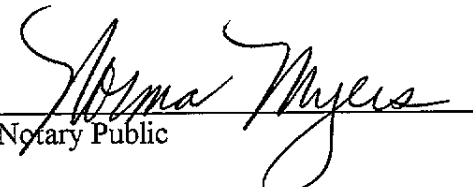
This statement is to acknowledge that, as indicated above, SENIOR ADVISORY SERVICES, L.L.C. has appointed me, Thomas J. Davis, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and 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 the 6th day of April, 1999.


Thomas J. Davis, Jr., Attorney at Law

The foregoing instrument was acknowledged before me this 6th day of April, 1999, by Thomas J. Davis, Jr., agent on behalf of SENIOR ADVISORY SERVICES, L.L.C., a limited liability company. He is personally known to me or has produced _____ as identification.




Notary Public

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99 MAY 10 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT UNDER FLORIDA
STATUTE 608.407(2)**

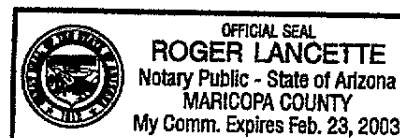
This AFFIDAVIT is made to meet the requirements of Florida Statute 608.407. It is made by WALLACE BUTTERWORTH, a member of SENIOR ADVISORY SERVICES, L.L.C., who deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.
3. If any, the agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$0. This total includes the amounts from 2 and 3 above.


WALLACE BUTTERWORTH

The foregoing instrument was acknowledged before me this 24 day of March, 1999, by Wallace Butterworth, on behalf of SENIOR ADVISORY SERVICES, L.L.C., a limited liability company. He is personally known to me or has produced Arizona Drivers License as identification.


Notary Public



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99 MAY 10 AM 9:00
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