



**THE UNITED STATES
CORPORATION**
COMPANY

L99000002941

ACCOUNT NO. : 072100000032

REFERENCE : 247480 7112920

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 285.00

ORDER DATE : May 20, 1999

ORDER TIME : 11:16 AM

ORDER NO. : 247480-010

CUSTOMER NO: 7112920

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CUSTOMER: John A. Garner, Esq
WOODWARD PIRES & LOMBARDO, P A
WOODWARD PIRES & LOMBARDO, P A
Suite 710
801 Laurel Oak Drive
Naples, FL 34108

DOMESTIC FILING

NAME: MIDDLESEX HOLDINGS, L.C.

****FILE 2ND

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Name	Availability
Document	CONTACT PERSON: Jeanine Reynolds
Examiner	DCC
Mod'er	EXAMINER'S INITIALS:
Ver'fyer	
Acknowledgement	
W. P. Verifier	DCC

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① mailing address
② description

L99-2941



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 20, 1999

JEANINE REYNOLDS
CSC
TALLAHASSEE, FL 32301

SUBJECT: MIDDLESEX HOLDINGS, L.C.
Ref. Number: W99000011870

We have received your document for MIDDLESEX HOLDINGS, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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: 399A00028078

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ARTICLES OF ORGANIZATION OF MIDDLESEX HOLDINGS, L.C.

The undersigned certifies that more than one person have associated themselves 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. It is further declared 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 **Middlesex Holdings, L.C.**, and its principal office shall be located at 1285 Gulf Shore Blvd. North, Suite 1-C, in the City of Naples, County of Collier, State of Florida, 34102, 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 is the same as the principal office address.

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 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

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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 MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as manager until the first meeting of the members is as follows: Alessandra Higgs, 1285 Gulf Shore Blvd. North, Suite 1-C, Naples, FL 34102.

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**ARTICLE IV
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 V
DURATION**

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

**ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1285 Gulf Shore Blvd. North, Suite 1-C, Naples, Florida 34102, and the name of the company's initial registered agent at that address is Alessandra Higgs.

The undersigned, being an authorized representative of one of the members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Middlesex Holdings, L.C.

Executed by the undersigned at Naples, Florida, on May 18th, 1999.


Alessandra Higgs

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.

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**AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTION OF
LIMITED LIABILITY COMPANY**

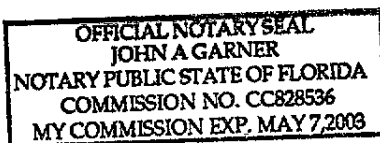
STATE OF FLORIDA
COUNTY OF COLLIER }

In compliance with Florida Statute §608.407(2), the undersigned member or authorized representative of a member of Middlesex Holdings, L.C. 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 \$900.00.
3. If any, the agreed value of property other than cash contributed by the members is \$515,000.00. Real estate property.
4. The total amount of cash or property anticipated to be contributed by the members is \$515,900.00. This total includes the amounts from 2 and 3 above.


Alessandra Higgs

The foregoing instrument was acknowledged before me by Alessandra Higgs, this 18 day of May, 1999 on behalf of Middlesex Holdings, L.C., a limited liability company. Alessandra Higgs is personally known to me or, if not personally known, has produced _____ as identification.




Notary Public Signature

JOHN A. GARNER

Notary Public Printed Name

Notary Rubber Stamp Seal

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