

LA9000003063

MICHAEL A. BAVIELLO, JR., P.A.  
ATTORNEY AT LAW

May 13, 1998

00789-02746-02747-00671

VIA FEDERAL EXPRESS

W99-11642

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: C & S Investments of Naples, LLC

Dear Madame Secretary:

900002875779--8  
-05/14/98--01084--005  
\*\*\*346.25 \*\*\*346.25

This law firm represents the above-referenced limited liability company. We enclose the following original documents for filing with the State of Florida:

- Articles of Organization incorporating the Affidavit of Membership & Contributions; and
- Certificate of Designation of Registered Agent/Registered Office.

Additionally, we enclose this law firm's check number T10557 payable to the Secretary of State in the amount of \$346.25, which represents:

Fee for Application w/ Registered Agent	\$ 250.00
Fee for Certified Copy	52.50
Registered Agent Designation	35.00
Certificate of Status	8.75

Total	<u>\$ 346.25</u>
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We look forward to receiving the certified copy of the Articles and a Certificate of Status in the very near future. If you have any questions, please contact undersigned directly.

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verityer	

Very truly yours,

Michael A. Baviello, Jr.  
For the Firm

MAB/  
Enclosures  
cc: Client

99 MAY 21 PM 1:46

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 18, 1999

MICHAEL A. BAVIELLO, JR.  
1025 FIFTH AVENUE NORTH  
NAPLES, FL 34102

SUBJECT: C & S INVESTMENTS OF NAPLES, LLC  
Ref. Number: W99000011642

We have received your document for C & S INVESTMENTS OF NAPLES, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth the right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company. Reference to the operating agreement/regulations is not sufficient.

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: 499A00027540

**ARTICLES OF ORGANIZATION  
OF  
C & S INVESTMENTS OF NAPLES, LLC  
a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I  
NAME

The name of the limited liability company (hereinafter referred to as the "Company") is:

**C & S INVESTMENTS OF NAPLES, LLC.**

ARTICLE II  
ADDRESS

The mailing and street address of the Company's principal office:

**2338 Immokalee Road, Suite 364, Naples, Florida 34110**

ARTICLE III  
DURATION

The Company shall have perpetual duration.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office in Florida is **1025 Fifth Avenue North, Naples, Florida 34102**, and the name of its initial registered agent at that address is **MICHAEL A. BAVIELLO, JR., ESQUIRE**.

ARTICLE V  
OPERATING AGREEMENT

The Company's Operating Agreement ("Regulations") shall govern, to the extent allowed by law, where the provisions of these Articles of Organization differ from the provisions of the Company's Regulations.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLE VI  
MANAGEMENT

The Company shall be managed by the members and the names and addresses of the Managing Members are:

**BRIT E. SVOBODA**  
**STEVEN A. CALABRESE**

**1901 Fairfax Circle, Naples, Florida 34109**  
**1170 Gulf Blvd., #1505, Clearwater, Florida 33767**

ARTICLE VII  
ADMISSION OF ADDITIONAL MEMBERS

No person or entity may be admitted as a member unless each existing member of the Company consents in writing to the admission of the additional member.

ARTICLE VIII  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The Members shall have the right to continue the business of the Company unless there exists the occurrence of any of the following events: (a) the unanimous written consent of the Members to dissolve the Company; (b) the sale, transfer, or assignment of substantially all of the assets of the Company; (c) (i) the adjudication of the Company as insolvent within the meaning of insolvency in either bankruptcy or equity proceedings; (ii) the filing of an involuntary petition in bankruptcy against the Company (which is not dismissed within 90 days); (iii) the filing against the Company of a petition for reorganization under the Federal Bankruptcy Code or any state statute (which is not dismissed within 90 days); (iv) a general assignment by the Company for the benefit of creditors; (v) the voluntary claim (by the Company) that it is insolvent under any provisions of the Bankruptcy Code (or any state insolvency statutes); or (vi) the appointment for the Company of a temporary or permanent receiver, trustee, custodian, or sequestrator and such receiver, trustee, custodian, or sequestrator is not dismissed within 90 days; and (d) as otherwise required by law

ARTICLE IX  
LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE X  
REGULATIONS BE IN WRITING

Pursuant to Section 608.402(13) of the Florida Limited Liability Company Act, any Regulations relating to this Company must be in writing and signed by all of the Members.

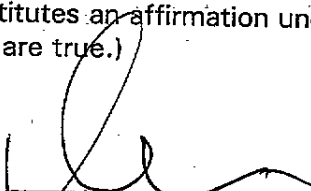
ARTICLE XI  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a members of C & S INVESTMENTS OF NAPLES, LLC certifies:

- |    |   |    |           |
|----|---|----|-----------|
| 1) | the above named limited liability company has at least one member;  |    |           |
| 2) | the total amount of cash contributed by the member(s) is  | \$ | 50,000.00 |
| 3) | if any, the agreed value of property other than cash contributed by member(s) is (A description of the property attached and made a part hereto); and | \$ | -0-       |
| 4) | the total amount of cash or property anticipated to be contributed by member(s) is  | \$ | -0-       |
| 5) | the total amounts of 2, 3, and 4 above is   | \$ | 50,000.00 |

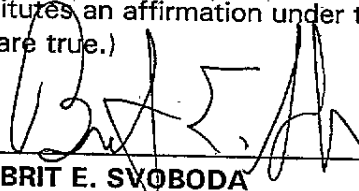
IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act on this 4<sup>th</sup> day of May, 1999.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
\_\_\_\_\_  
**STEVEN A. CALABRESE**  
Managing Member

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act on this 5<sup>th</sup> day of May, 1999.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
\_\_\_\_\_  
**BRIT E. SVOBODA**  
Managing Member

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared **BRIT E. SVOBODA**, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Organization and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5 day of May, 1999.

*Karen M. Fletcher*

Print Name: Karen M. Fletcher

NOTARY PUBLIC, State of Florida at Large

My Commission number is:

My Commission expires:

NOTARY PUBLIC - STATE OF FLORIDA  
KAREN M. FLETCHER  
COMMISSION # CCT32083  
EXPIRES 7/26/2002  
BONDED THRU ASA 1-888-NOTARY1

STATE OF OHIO  
COUNTY OF LAKE

Before me personally appeared **STEVEN A. CALABRESE**, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Organization and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 4<sup>th</sup> day of May, 1999.

*David J. Richards, Jr.*

Print Name: DAVID J. RICHARDS JR.

NOTARY PUBLIC, State of OHIO at Large

My Commission number is:

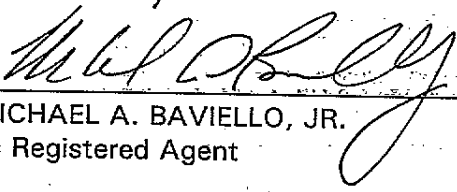
My Commission expires:

DAVID J. RICHARDS, JR., Attorney  
Notary Public, State of Ohio  
My Commission Has No Expiration Date  
Section 147.03 R.C.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in the Articles of Organization, 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.

Date: May 5<sup>th</sup>, 1999

  
MICHAEL A. BAVIELLO, JR.  
as Registered Agent

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