

L99000003280



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 266455 7103152

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pujols*

*\$285.00  
OK per Angie Glisar*

ORDER DATE : June 8, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 266455-005

100002898041--4

CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq  
GOODLETTE COLEMAN & JOHNSON,  
GOODLETTE COLEMAN & JOHNSON,  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: 180 9TH STREET SOUTH, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	6/8/99	CERTIFIED COPY
Availability	XX	PLAIN STAMPED COPY
	CCC	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON:	Janna Wilson
Updater	nc	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN -8 PM 12:45

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN -8 AM 11:34

RECEIVED

L99000003280

**ARTICLES OF ORGANIZATION  
OF  
180 9TH STREET SOUTH, L.L.C.**

FILED  
99 JUN -8 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole initial member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be **180 9TH STREET SOUTH, L.L.C.**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **4001 Tamiami Trail North, Suite 265, Naples, Florida 34103.**

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4001 Tamiami Trail North, Suite 265, Naples, Florida 34103**, and the name of the initial registered agent at such address is **Euro-American Consulting, Inc, a Florida corporation.**

**ARTICLE IV  
ADMISSION OF MEMBERS**

The member of the Company may admit new and substitute members to the Company upon the written consent of a Majority in Interest of the Members, as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and

Regulations. Newly admitted and substitute members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

#### **ARTICLE V EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

#### **ARTICLE VI DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of the member, or any other event that would terminate the continued membership of the member in the Company, the remaining members, if any, shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

#### **ARTICLE VII ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial member. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

#### **ARTICLE VIII INITIAL MANAGERS**

The Company will be managed by managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be two (2). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the managers who shall serve as managers until their successors are elected and qualified are:

**Gulf Shore Investments, Inc., a Florida corporation  
4001 Tamiami Trail North  
Suite 265  
Naples, Florida 34103**

**International General Partner, Inc., a Florida corporation  
4001 Tamiami Trail North  
Suite 265  
Naples, Florida 34103**

**FILED**  
99 JUN -8 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the sole initial member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 7<sup>th</sup> day of June, 1999.

**NAPLES COMMERCIAL INVESTMENT,  
LTD., a Florida limited partnership**

**BY: Gulf Shore Investments, Inc., a Florida  
corporation, its General Partner**

By:   
Rainer N. Filthaut, its President

ACCEPTANCE BY REGISTERED AGENT

I, Rainer N. Filthaut, as President of **Euro-American Consulting, Inc.**, a Florida corporation, having been duly designated to act as registered agent and to accept service of process for 180 9th Street South, L.L.C., a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

**Euro-American Consulting, Inc.**,  
a Florida corporation, Registered Agent

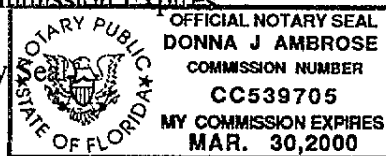
By: *Rainer N. Filthaut*  
Rainer N. Filthaut  
Its: President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 7th day of June, 1999, by Rainer N. Filthaut, as President of **Euro-American Consulting, Inc.**, a Florida corporation, who is personally known to me or has produced a Florida's drivers license as identification.

*Donna J. Ambrose*  
Notary Public  
State of Florida at Large  
My Commission Expires:

(Notary



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF 180 9TH STREET SOUTH, L.L.C.**

**FILED**  
99 JUN -8 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF COLLIER

The undersigned, being the sole initial member of **180 9TH STREET SOUTH, L.L.C.**, a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby states the following:

1. The name of the Limited Liability Company (the "Company") is **180 9TH STREET SOUTH, L.L.C.**
2. The Company has one (1) member.
3. The member shall contribute **\$400,000.00** cash to the Company, and no other property other than the foregoing amount of cash is contributed.
4. The total anticipated amount of contributions by the member is **\$400,000.00**.

NAPLES COMMERCIAL INVESTMENT,  
LTD., a Florida limited partnership, Member

**BY:** Gulf Shore Investments, Inc., a Florida  
Corporation, its General Partner

By:   
Rainer N. Filthaut, its President

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me on this 14 day of June 1999, by Rainer N. Filthaut, as President of Gulf Shore Investments, Inc., a Florida corporation, as General Partner and on behalf of **Naples Commercial Investment, Ltd.**, a Florida limited partnership and Member, (X) who is personally known to me or ( ) who produced his driver's license as identification.

Donna J. Ambrose

Notary Public

Print Name:

State of Florida at Large

My Commission Expires



(Notary Seal)

f:180.aff