

DINSMORE & SHOHL LLP 0000003372

Attorneys at Law
1900 Chemed Center
255 East Fifth Street
Cincinnati, Ohio 45202
(513) 977-8200
Fax (513) 977-8141

Columbus
(614) 628-6880
Fax (614) 628-6890

Lexington
(606) 425-1000
Fax (606) 425-1099

Covington
(606) 222-2302
Fax (513) 977-8141

Louisville
(502) 540-2300
Fax (502) 585-2207

Dayton
(937) 449-6400
Fax (937) 449-6405

Website Address
www.dinshohl.com

Sterling W. Colvin
(513) 977-8642
COLVIN@DINSLAW.COM

June 3, 1999

VIA FEDERAL EXPRESS

Secretary of State of Florida
Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

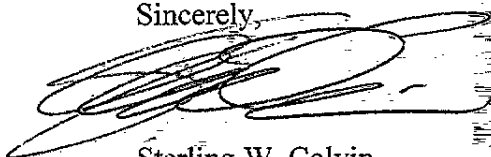
Re: Corkscrew Partners, L.L.C.

Dear Sir/Madame:

Enclosed please find one (1) original and one (1) copy of the Article of Organization and Certificate of Designation for the above-named entity as well as a check for \$250.00 payable to the Florida Secretary of State. After filing, please return the file-stamped copies to me in the enclosed, pre-paid, self-addressed Federal Express envelope at your earliest convenience.

Thank you for your assistance. If you require additional information, please do not hesitate to contact me.

Sincerely,



Sterling W. Colvin

SWC/db

Enclosures

cc: Charles W. Thornton (via facsimile w/encl.)
James P. Carroll (via facsimile w/encl.)
Thomas J. Sherman, Esq. (w/o encl.)

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

DINSMORE & SHOHL LLP
1900 CHEMED CENTER
255 EAST 5TH STREET
CINCINNATI, OH 45202

SUBJECT: CORKSCREW PARTNERS, L.C.
Ref. Number: W99000013392

We have received your document for CORKSCREW PARTNERS, L.C. and check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 299A00031075

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ARTICLE OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Corkscrew Partners, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

12734 Kenwood Lane
Suite 35
Ft. Meyers, Florida 33907

ARTICLE III - Address:

The period of duration for the Limited Liability Company shall be:

Perpetual duration

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

- ☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
- ☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

1. James Carroll 12734 Kenwood Lane
Suite 35
Ft. Meyers, Florida 33908
2. Todd Carroll 12734 Kenwood Lane
Suite 35
Ft. Meyers, Florida 33908

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TAMPA FLORIDA

EXHIBIT A

1) **Rights of Assignees of Members' Interest.** The assignee of a members' interest in the limited liability company ("Assignee") has no right to participate in the management of the business and affairs of the limited liability company or to become a participant in the management of the business and affairs of the limited liability company or to become a member. The Assignee is only entitled to receive distributions of profits and losses from the limited liability company and return of capital originally invested in the limited liability company.

2) **Admission of Substitute Members.** Notwithstanding the foregoing, the Assignee shall be admitted as a substitute member ("Substitute Member") and entitled to all the rights of the member who initially assigned the interest in the limited liability company to the Assignee only with the unanimous approval of all of the other existing members. The members may grant or withhold the approval of such admission for any reason in their sole and absolute discretion. If so admitted, the Substitute Member has all the rights and powers and is subject to all the restrictions and liabilities of the member originally assigning the interest in the limited liability company to the Substitute Member. The admission of a Substitute Member, without more, shall not release the member originally assigning the interest in the limited liability company to the Substitute Member from any liability to the limited liability company that may have existed prior to the approval.

3) **Admission of Additional Members.** With the consent of and on the terms and conditions as are unanimously determined by the members, the members may permit the admission of additional members to the limited liability company.

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EXHIBIT B

Upon the occurrence of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or other event resulting in the termination of a member's membership in the limited liability company, the remaining members of the limited liability company shall have no right to continue the business of the limited liability company unless a majority of the remaining members consent to the continuation of said business.

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3. Elbe Properties,
an Ohio general partnership

8534 E. Kemper Road
Cincinnati, Ohio 45249-1709

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Please see attached Exhibit A

ARTICLE VI - Members Rights to Continue Business:

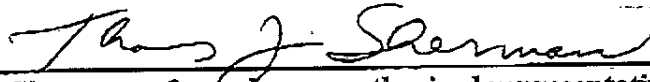
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Please see attached Exhibit B

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Corkscrew Partners, L.L.C. certifies:

- | | |
|---|----------|
| 1) the above named limited liability company has a least one member; | |
| 2) the total amount of cash contributed by the member(s) is | \$100.00 |
| 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto); and | \$ 0.00 |
| 4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is | \$100.00 |



Signature of member or authorized representative of a member.

(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)

Thomas J. Sherman, Authorized Representative

Typed or printed name of signer

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Corkscrew Partners, L.L.C.

2. The name and the Florida street address of the registered agent are:

James Carroll
12734 Kenwood Lane
Ft. Meyers, Florida 33908

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

By: _____

JAMES CARROLL

Filing Fee: \$35 for Designation of Registered Agent