

# L99000003603



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 279542 150991A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 18, 1999

ORDER TIME : 11:12 AM

ORDER NO. : 279542-005

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq  
GOULD COOKSEY FENNELL O'NEILL  
GOULD COOKSEY FENNELL O'NEILL  
979 Beachland Boulevard

Vero Beach, FL 32963

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99 JUN 18 PM 12:10

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: S.E.C. BUILDING, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 18 PM 2:20

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

|                   |                              |                              |
|-------------------|------------------------------|------------------------------|
| Name              | 6/18/99                      | CERTIFIED COPY               |
| Availability      | XX                           | PLAIN STAMPED COPY           |
|                   | XX                           | CERTIFICATE OF GOOD STANDING |
| Document Examiner | CONTACT PERSON: Angie Glisar |                              |
| Updater           | DCC                          |                              |
| Updater Verifier  | DCC                          |                              |
| Acknowledgement   | DCC                          |                              |
| W. P. Verifier    | DCC                          |                              |

EXAMINER'S INITIALS: \_\_\_\_\_

L99000003603

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I -- NAME**

The name of the Limited Liability Company is **S.E.C. BUILDING, L.L.C.**

**ARTICLE II -- ADDRESS**

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

3705 20th Street  
Vero Beach, FL 32960

**ARTICLE III -- DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV -- MANAGEMENT**

The Limited Liability Company shall be managed by Managing Members. The names and addresses of the initial Managing Members are:

Estes Citrus, Inc.  
W. Cody Estes, Sr., President  
3705 20th Street  
Vero Beach, FL 32960

Sidney M. Banack, Jr.  
3705 20th Street  
Vero Beach, FL 32960

The Managing Members shall be elected annually by the Members in the manner prescribed by regulations as set forth in the Operating Agreement for this Limited Liability Company.

**ARTICLE V -- ADMISSION OF ADDITIONAL MEMBERS**

The Limited Liability Company shall have the right to admit additional Members with the unanimous consent of all of the Members.

**ARTICLE VI -- MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining Members of the Limited Liability Company shall have the right to elect to continue the business of the L.L.C. 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, by a vote of a majority of the Units (as defined in the Operating Agreement) of the remaining Members.

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TALLAHASSEE, FLORIDA

**ARTICLE VII - POWER TO AMEND REGULATIONS**

The power to adopt, alter, amend or repeal regulations as set forth in the Operating Agreement of the Limited Liability Company shall be solely vested in the Members and shall require the unanimous consent of all of the Members.

**ARTICLE VIII -- EFFECTIVE DATE**

These Articles of Organization shall be effective upon the date of filing.

IN WITNESS WHEREOF, the Managing Member has affixed his signature this 17<sup>th</sup> day of June, 1999.

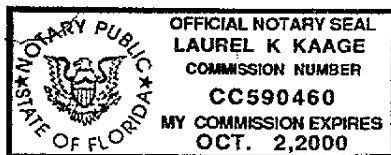
ESTES CITRUS, INC., Managing Member

By: W. Cody Estes, Sr., President

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared W. CODY ESTES, SR., to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal at Vero Beach, said County and State aforesaid, this 17<sup>th</sup> day of June, 1999.



Laurel K. Kaage  
Notary Public, State of Florida at Large.  
My commission expires:


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**S.E.C. BUILDING, L.L.C.**  
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

The undersigned member of S.E.C. BUILDING, L.L.C. certifies:

1. The above-named Limited Liability Company has three (3) Members;
2. The total amount of cash contributed by the Members is Two Hundred Thousand Dollars and no/100 (\$200,000.00); and
3. The agreed value of property other than cash contributed by the Members, collectively, is a Zero Dollars (\$0.00); and
4. The total amount of cash and property contributed and anticipated to be contributed by the Members is Two Hundred Thousand and no/100 Dollars (\$200,000.00).

ESTES CITRUS, INC., Managing Member

  
By: W. Cody Estes, Sr., President

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TALLAHASSEE, FLORIDA

**S.E.C. BUILDING, L.L.C.**

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/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 S.E.C. BUILDING, L.L.C.
2. The name and the Florida street address of the registered agent is:

Todd W. Fennell, Esquire  
979 Beachland Boulevard  
Vero Beach, Florida 32963

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

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.

Todd W. Fennell  
TODD W. FENNELL, Registered Agent