

LA9000003886

BROAD AND CASSEL
ATTORNEYS AT LAW

BOCA RATON · FT. LAUDERDALE · MIAMI · ORLANDO · TALLAHASSEE · TAMPA · WEST PALM BEACH

390 NORTH ORANGE AVENUE
SUITE 1100
ORLANDO, FLORIDA 32801
PO BOX 4961 (32802-4961)
TEL: (407) 839-4200
FAX: (407) 425-8377
www.broadandcassel.com

Reply to:
DENISE FULTON
DIRECT LINE: (407) 481-5282
INTERNET: dfulton@broadandcassel.com

Remove
stock ref.
00789 - 00524 - 00671

June 11, 1999

VIA FEDERAL EXPRESS

1/99-14078

500002903545--3
-06/14/99--01102--006
****285.00 ****285.00

Florida Department of State
Limited Liability Filing Sections
409 East Gaines Street
Tallahassee, FL 32399

Re: Tul-C, L.L.C.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Organization of Tul-C, L.L.C. Our firm's check in the amount of \$285.00 is enclosed representing the filing fee for said articles. Please return to the undersigned a filed certified copy of the enclosed articles at your earliest convenience.

Sincerely,

BROAD AND CASSEL

Denise Fulton
Secretary to Scott G. Miller

DF:df
Enclosures

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 1:36



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 16, 1999

DENISE FULTON
BROAD AND CASSEL
P.O. BOX 4961
ORLANDO, FL 32802-4961

SUBJECT: TUL-C, L.L.C.
Ref. Number: W99000014078

We have received your document for TUL-C, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida Limited Liability Companies do not have stock, therefore, you need to remove any reference of stock shares from the Articles of Organization before the document can be filed.,

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: 599A00032393

ARTICLES OF ORGANIZATION

OF

TUL-C, L.L.C.

The undersigned (the "Members") acting as the organizers of TUL-C, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is TUL-C, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 644 North Woodland Blvd., DeLand, Florida 32720.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the names and addresses of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

Name

Address

S. B. Patel

644 North Woodland Blvd.
DeLand, FL 32720

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 1:32

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be S. B. Patel, Incorporator, and the street address of the Company's registered agent is 644 North Woodland Blvd., DeLand, Florida 32720. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X – Membership Interest:

The Company is authorized to issue both voting and nonvoting common membership interests, par value \$.01 per membership interest. All common membership interests shall be identical in all respects except the nonvoting common membership interest shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting common membership interests.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as
of this 21st day of ~~March~~ ^{MAY}, 1999.

By: 

S. B. Patel, Incorporator

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is TUL-C, L.L.C.
2. The name and address of the registered agent and his office is:

S. B. Patel
644 North Woodland Blvd.
DeLand, Florida 32720

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: _____

S. B. Patel, Incorporator

Dated this st 21 day of ^{may} ~~March~~, 1999.

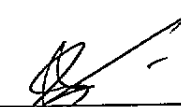
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, S. B. Patel, Incorporator, Affiant herein, having been duly sworn, deposes and states:

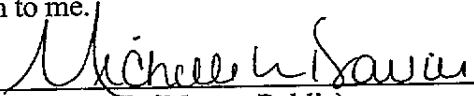
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$353,535.00.
3. The agreed value of property other than cash contributed by the members is \$0. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is \$353,535.00. This total includes amounts from 2 and 3 above.

Further Affiant sayeth not.

By:  5-21-99
S. B. Patel, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of May, 1999, by S. B. Patel, Incorporator, and who is personally known to me.


(Signature of Notary Public)

Michelle L. Davies
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No.:
My commission expires:



PROPERTY CONTRIBUTED BY THE MEMBERS

Not applicable (no property other than cash).