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July 15, 1999

*Via Federal Express*

Secretary of State  
The Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Articles of Organization for BPC Development Company, L.C.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$337.50 to cover the following costs:

1. \$250.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$52.50 - Certified Copy of the Articles of Organization.

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\*\*\*\*337.50 \*\*\*\*337.50

TOTAL AMOUNT DUE - \$337.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Michele W. Shelton  
Secretary to David N. Morrison

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Encl.

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
BPC DEVELOPMENT COMPANY, L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is **BPC DEVELOPMENT COMPANY, L.C.**, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company 2338 Immokalee Road  
PMB# 364, Naples, FL 34110. The Company's registered agent is David N. Morrison, Esq.,  
whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Brit E. Svoboda, a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers for any lawful purpose.

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DIVISION OF CORPORATE  
AND FINANCIAL SERVICES  
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## **ARTICLE VI MANAGEMENT**

The Company is to be managed by the Member as further provided in the Company's Regulations. No Member other than the Managing Member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, which Managing Member shall have that authority. The name and address of the Managing Member is:

Brit E. Svoboda  
3033 Riviera Drive, Suite 202  
Naples, Florida 34103

## **ARTICLE VII CONTRIBUTIONS**

The Members in the aggregate have contributed to the Company One Hundred Twenty Thousand Dollars (\$ 120,000.00) in cash.

## **ARTICLE VIII ADMISSION OF NEW MEMBERS**

The Company may admit new Members as provided in the Company's Regulations.

## **ARTICLE IX DISSOLUTION**

### **Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member**

(a) Dissociation Defined. "Dissociation of a Member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a Member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least one (1) remaining Member. If a dissociation leaves the Company with only one (1) remaining Member, that Member may admit an additional Member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a Member if, within five (5) days of the dissociation, consent to

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avoid dissolution is obtained from all of the remaining Members. The consent may be by vote, at a properly called Member meeting, or in writing.

## ARTICLE X DISTRIBUTIONS

### Section 10.01 Interim Distributions

The Company may make interim distributions of property to its Members as agreed by all of the Members.

### Section 10.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its Members as agreed by all of the Members.

## ARTICLE XI RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

Executed this 14<sup>th</sup> day of July, 1999.



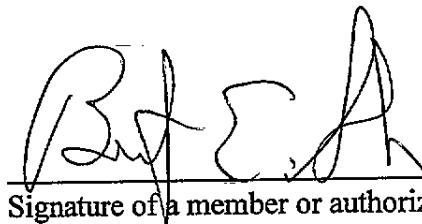
By: Brit E. Svoboda  
Its: Managing Member

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **BPC Development Company, L.C.** deposes and says:

- 1) the above named limited liability company has at least one (1) member;
- 2) the total amount of cash contributed by the member(s) is \$ 120,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$ 120,000.00



Signature of a 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.)