

L99000004754

AUG-03-1999 15:18

MINTMIRE & ASSOCIATES

561 832 5696 P.02/15

**Florida Department of State**

Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H99000019044 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 922-4003

From: Account Name : MINTMIRE & ASSOCIATES  
Account Number : I19990000043  
Phone : (561) 832-5696  
Fax Number : (561) 659-9371

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

**LIMITED LIABILITY COMPANY**  
**GWKY, L.L.C.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$346.25

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -3 PM 3:47

Electronic Filing System

Corporate Filing

Public Access System

AUG-03-1999 15:18

MINTMIRE & ASSOCIATES

561 832 5696 P.03/15



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 3, 1999

MINTMIRE & ASSOCIATES

SUBJECT: GWKY, L.L.C.  
REF: W99000017854

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The affidavit must list contributions of all members combined, stating that the members will contribute \$250.00 "each" does not give a total. Please give combined totals for number 2 and 4 of the affidavit.

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

FAX Aud. #: H99000019044  
Letter Number: 699A00039140

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

AUG-03-1999 15:19

MINTMIRE & ASSOCIATES

561 832 5696 P.05/15

H99000019044 9

**Articles of Organization for  
GWKY, L.L.C.**

The undersigned person, acting as an organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following articles of organization:

1. **Name.** The name of this limited liability company is "GWKY, L.L.C."
2. **Duration.** The LLC's period of duration is perpetual from the date of filing the articles of organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** This limited liability company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act, except that of banking and insurance.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business and mailing address is:

265 Sunrise Avenue  
Suite 204  
Palm Beach, FL 33480

5. **Registered Agent & Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these articles, is:

Donald F. Mintmire, Esquire

The address of its registered office is:

265 Sunrise Avenue  
Suite 204  
Palm Beach, FL 33480

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach, FL 33480  
FL Bar # 402435

H99000019044 9

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG - 3 PM 3:47

H99000019044 9

**6. Capitalization.** The capital contributions of the members have an agreed value of \$1,000, with each member contributing his proportionate share.

**7. Additional Capital Contribution of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members.

**8. Admission of Additional Members.** Additional members are not permitted.

**9. Continuity.** The members of this limited liability company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in this limited liability company. Continuation may occur only pursuant to the terms of Florida Limited Liability Company Act.

**10. Return of Capital and Distribution of Profits.** The members' right to a return of capital shall be determined from the company's books as of the effective date of an interim distribution, sale of the property and/or termination of the company, provided generally accepted accounting practices permit a return without jeopardizing the company's financial solvency. Members agree to share income and surplus according to the percentage of their ownership in the company.

**11. Withdrawal of a Member.** The withdrawal of a member from the company may occur only pursuant to the terms of the Florida Limited Liability Company Act.

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach, FL 33480  
FL Bar # 402435

H99000019044 9

AUG-03-1999 15:19

MINTMIRE & ASSOCIATES

561 832 5696 P.07/15

H99000019044 9

**12. Management.** The business of the company shall be conducted under the exclusive management of its members who shall vote according to their proportionate capital interest in the company and shall have exclusive authority to act for the company in all matters. The names and addresses of the members of the company are:

Hugh G. Hines, Jr.  
121 East Main  
Danville, KY 40422

James W. McDowell, Jr.  
P.O. Box 7807  
Louisville, KY 40257

William J. Simpson  
P.O. Box 607  
Versailles, KY 40383

Gary L. Williamson  
14644 83<sup>rd</sup> Lane North  
Loxahatchee, FL 33470

**13. Agency Powers of Members.** Every member of this company has the express and specific agency power to bind the entity only when the member is acting pursuant to written resolutions or memorandum of this entity.

**14. Indemnification.** This company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

- [a] Conducted himself/herself/itself in good faith;
- [b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interests; and,
- [c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach, FL 33480  
FL Bar # 402435

H99000019044 9

AUG-03-1999 15:19

MINTMIRE & ASSOCIATES

561 832 5696 P.08/15

H99000019044 9

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

15. **Sole Property.** It is the specific intent of the members and this LLC that each member's ownership interest is in the sole name of the member and is deemed to be that member's sole property, and each member shall have sole management and control over that member's ownership interest. Management and control over the ownership interest includes the right to vote or to sell such ownership interest. This provision is not intended to, and shall not affect the existence of, any interest that a spouse may have in such ownership interest.

Entered this 2nd day of August, 1999.  
Donald F. Mintmire  
Organizer

**Consent to Appointment as Registered Agent**

I, Donald F. Mintmire, Esquire, accept appointment as registered agent, and further state that I am familiar with the duties of a registered agent.

Donald F. Mintmire  
Registered Agent

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach, FL 33480  
FL Bar # 402435

H99000019044 9

AUG-03-1999 15:20

MINTMIRE & ASSOCIATES

561 832 5696 P.09/15

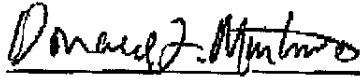
H99000019044 9

STATE OF FLORIDA  
COUNTY OF PALM BEACH

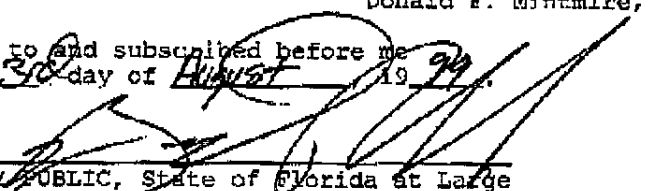
BEFORE ME, the undersigned authority, this day personally appeared the undersigned, who, being by me first duly sworn, states that with respect to GWKY, L.L.C.:

1. That there is at least one member of the GWKY, L.L.C.
2. That the actual amount of cash contributions by each of the listed members is \$250.00 for a total of \$1,000.00.
3. That the agreed value and description of any property other than cash is: zero and there is no such property.
4. The total amount of cash or property anticipated to be contributed by members is \$250.00 cash each for a total of \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

  
Donald F. Mintmire, Esq.

Sworn to and subscribed before me  
this 3rd day of August 19 99.

  
NOTARY PUBLIC, State of Florida at Large  
Printed name of Notary:  
Commission #:  
Commission Expires:

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 201  
Palm Beach, FL 33480  
FL Bar # 402435



H99000019044 9