

L99000004949



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 331035 80558A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 337.50

ORDER DATE : August 4, 1999

ORDER TIME : 11:07 AM

ORDER NO. : 331035-005

CUSTOMER NO: 80558A

700002951987--6

CUSTOMER: William R. Smith, Esq.
WILLIAM R. SMITH, P.A.
WILLIAM R. SMITH, P.A.
Suite 300
8191 College Parkway
Fort Myers, FL 33919

RECEIVED

99 AUG -5 PM 3:34

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BEACON PROPERTIES OF S.W.
FLORIDA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -5 AM 9:28

6



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 9, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BEACON PROPERTIES OF S.W. FLORIDA, L.L.C.
Ref. Number: W99000018330

RESUBMIT

Please give original
submission date as file date.

*Please backdate
to 8/5/99.*

We have received your document for BEACON PROPERTIES OF S.W. FLORIDA, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

In ARTICLE VI, it is stated that the conditions for the admission of additional members and the right of remaining members to continue the business after the removal or withdrawal of a member will be set forth in the regulations. This is NOT acceptable.

If these questions are addressed in the Articles of Organization, then the articles must specify at least one condition under which new members will be admitted, and it MUST ANSWER the question about whether the remaining members have the right to continue the business.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 899A00040030

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99 AUG -5 AM 9:28

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2000 AUG 12 11:12

ARTICLES OF ORGANIZATION OF
BEACON PROPERTIES OF S.W. FLORIDA, L.L.C.

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DIVISION OF CORPORATIONS
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ARTICLE I
Name

The name of the limited liability company ("Company") is BEACON PROPERTIES OF S.W. FLORIDA, L.L.C.

ARTICLE II
Address

The mailing and street address of the Company's principal office is 2039 W. First Street, #1, Fort Myers, FL 33901.

ARTICLE III
Duration

The period of duration for the Company is perpetual.

ARTICLE IV
Registered Agent and Office

The name of Company's initial registered agent in Florida is Brandon S. Johnson, who is a member of the company. The address of Company's registered office in Florida is 2039 W. First Street, #1, Fort Myers, FL 33901.

ARTICLE V
Management

The Company is to be managed by the members. Each managing member is identified as follows:

Brandon S. Johnson, whose address is 2515 First Street, #37, Fort Myers, FL 33901

Jan J. Johnson, whose address is 7002 Kimberly Terrace, Fort Myers, FL 33919

ARTICLE VI
Miscellaneous


The right of the Members of the Company to admit additional members and the terms and conditions of the admission, and the right of the


remaining Members 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 Company, shall be determined only on the unanimous written consent of the existing members, and the existing members shall determine the amount and the nature of contributions by new members at the time the new members are admitted.

ARTICLE VII
Additional Provisions

The power to adopt, alter, amend, or repeal the Regulations of the Company is vested entirely in the managers listed in Article V.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 2 day of August, 1999, at Fort Myers, Florida.

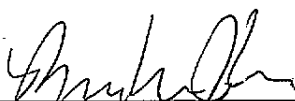

Brandon S. Johnson, Member


Jan J. Johnson, Member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above named limited liability Company at the address designated in the foregoing Articles of Organization and in this certificate, pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned does hereby accept the appointment as registered agent and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 8-2/99


Brandon S. Johnson,
Registered Agent

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DIVISION OF CORPORATIONS
99 AUG 5 AM 9:28

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF LEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -5 AM 9:28

The undersigned member or authorized representative of a member of Beacon Properties of S.W. Florida, L.L.C. deposes and says:

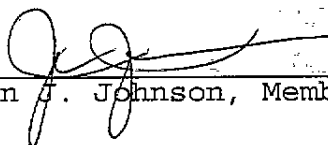
(1) The above named limited liability company has at least one member.

(2) The total amount of cash contributed by the member is \$1,000.00.

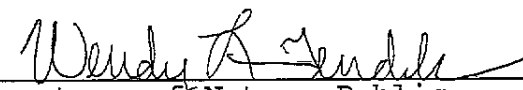
(3) If any, the agreed value of property other than cash contributed by members is \$ -0-. A description of the property is attached and made a part of this affidavit.

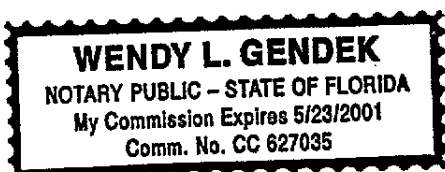
(4) The total amount of cash or property anticipated to be contributed by members is \$100,000.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


Jan J. Johnson, Member

The foregoing instrument was sworn to and subscribed or acknowledged before me this 2nd day of August, 1999, by Jan J. Johnson.


Signature of Notary Public
Wendy L. Gendek
Print, Type or Stamp Commissioned Name of
Notary Public, Commission Expiration Date



Personally Known -OR- ☒ Produced Identification,
and type of Identification Produced: DRIVERS LICENSE

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF LEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -5 AM 9:28

The undersigned member or authorized representative of a member of Beacon Properties of S.W. Florida, L.L.C. deposes and says:

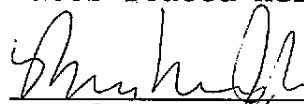
(1) The above named limited liability company has at least one member.

(2) The total amount of cash contributed by the member is \$1,000.00.

(3) If any, the agreed value of property other than cash contributed by members is \$ -0-. A description of the property is attached and made a part of this affidavit.

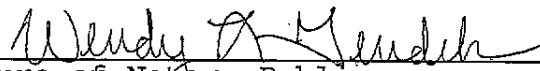
(4) The total amount of cash or property anticipated to be contributed by members is \$100,000.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


Brandon S. Johnson, Member

The foregoing instrument was sworn to and subscribed or acknowledged before me this 2nd day of August, 1999, by Brandon S. Johnson.

WENDY L. GENDEK
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires 5/23/2001
Comm. No. CC 627035


Signature of Notary Public
Wendy L Gendek
Print, Type or Stamp Commissioned Name of
Notary Public, Commission Expiration Date

____ Personally Known -OR- X Produced Identification,
and type of Identification Produced: DRIVERS LICENSE