

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*MEP America, LLC*

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

☒ Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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TALLAHASSEE, FLORIDA

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*8-17-99*

Signature

Requested by:

Name

Date

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Will Pick Up

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**ARTICLES OF ORGANIZATION  
OF  
MEP AMERICA, LLC**

The undersigned, being a Member or an authorized representative of a Member of a limited liability company having one or more members, hereby executes and adopts the following Articles of Organization ("Articles"), pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), and to be effective as of the date of filing of the articles of organization with the Florida Department of State (the "Effective Date"):

**ARTICLE I - Name:**

The name of the limited liability company is **MEP AMERICA, LLC** ("Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is c/o David Peterson, 39602 Amethyst Way, Zephyrhills, Florida 33540.

**ARTICLE III - Duration:**

The period of duration for the Company is perpetual unless sooner dissolved by the Members or dissolved upon a statutory event of dissolution under the Act.

**ARTICLE IV - Purpose:**

The Company's business and purpose shall consist solely of the acquisition, ownership, development, management and sale of certain real estate located in Brevard County, Florida ("Property"), acquired from Property Security Limited Company ("Seller"), and to execute, deliver and perform the terms of a purchase money note and mortgage in favor of Seller encumbering such Property, and such activities as are necessary, incidental or appropriate in connection therewith and allowed under the Act.

**ARTICLE IV - Management:**

The business of the Company is to be managed by a manager ("Manager") elected by the Members (who also serve as the Board of Members and vote according to their percentage of share ownership). The name and address of the initial Manager, who shall serve until the first annual meeting of Members, or until his successor is elected and qualified, is:

David G. Peterson  
39602 Amethyst Way  
Zephyrhills, Florida 33540.

**ARTICLE V - Admission of Additional Members:**

New owners who take their interest directly from the Company will be admitted as Members only with the subsequent consent of a supermajority-in-capital interest vote of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the subsequent consent of a supermajority-in-capital interest vote of the Members, unless such new proposed owner is a

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part of the affected Member's immediate family or is an estate planning entity for such Member, all as provided in the Operating Agreement for the Company.

#### **ARTICLE VII - Members Rights to Continue Business:**

The remaining Members of the Company, if there are one or more, have the right to continue the business of the Company 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 the Company.

#### **ARTICLE VIII - Registered Agent & Office:**

The name of the Company's registered agent is Peter Baker, and the address of the registered agent's office is 500 East Kennedy Boulevard, Suite 200C, Tampa Florida 33602; the consent to appointment as registered agent accompanies these Articles as part of the Certificate of the Designation of Registered Agent/Registered Office.

#### **ARTICLE IX - Affidavit of Membership and Contributions; Capitalization:**

The amount of cash or other property contributed or to be contributed to the Company by the Members is included in the Affidavit of Membership and Contributions that accompanies these Articles. The interest of the Members in the Company may be evidenced by share certificates evidencing ownership in the Company.


#### **ARTICLE X - Amendment of Articles:**

These Articles may be amended only by a majority-in-capital interest vote of the Members.

#### **ARTICLE XI - Title to Company Property**

The Company's interest in the Property and all other property, if any, owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in his, her or its individual name or right, and each Member's membership interest shall be personal property for all purposes.

DATED this 16<sup>th</sup> day of AUGUST, 1999.

  
(Print Name): PETER BAKER  
(Capacity): Authorized Representative for David G. Peterson  
and Deidra L. Peterson, initial members of this  
Company

(Signature of a Member or authorized representative of a Member. In accordance with Section 608.408(3), Florida Statutes, the execution of the foregoing Articles constitutes an affirmation under the penalties of perjury that the statements herein are true.)

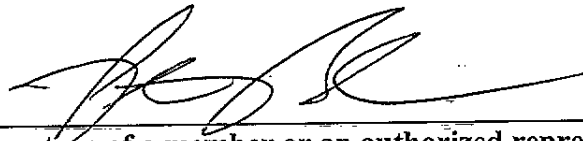
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### Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of **MEP AMERICA, LLC**, a Florida limited liability company, certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the members is: \$10,000.00
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); and
4. the total amount of cash and property contributed and anticipated to be contributed by members is: \$10,000.00 \*\*

\*\* In addition the above-named limited liability company will incur purchase money financing obligations secured by a mortgage on property purchased by it located in Brevard County, Florida.



**Signature of a member or an authorized representative of a member**

(Print Name): PETER BAKER

(Capacity): Authorized Representative for David G. Peterson and Deidra L. Peterson, as initial members of this limited liability company

(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)

**Filing Fee: \$250.00 for Articles and Affidavit**

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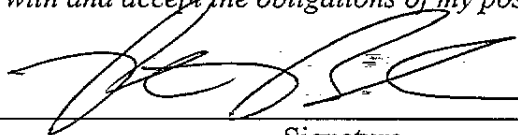
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**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: **MEP AMERICA, LLC**
2. The name and the Florida street address of the registered agent are:

Peter Baker  
500 East Kennedy Boulevard, Suite 200C  
Tampa, Florida 33602

*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.*

  
\_\_\_\_\_  
Signature

**Filing fee: \$35.00 for Designation of Registered Agent**

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