

L99000005164  
TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400002928294--0  
-07/12/99--01060--015  
\*\*\*\*122.50 \*\*\*\*78.75

SUBJECT: COLONY PLAZA, L.L.C.  
(Proposed corporate name - must include suffix)

400002928294--0  
-08/17/99--01070--006  
\*\*\*\*162.50 \*\*\*\*162.50

Enclosed is an original and one(1) copy of the articles of <sup>organization</sup> incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Kristin M. Conroy  
Name (Printed or typed)  
MORRISON & CONROY, P.A.  
3838 Tamiami Trail North, Suite 402  
Address  
Naples, FL 34103  
City, State & Zip  
(941) 649-5200  
Daytime Telephone number

W99-16796

1999  
AUG 1

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 21, 1999

KRISTIN M. CONROY  
3838 TAMiami TRAIL NORTH, SUITE 402  
NAPLES, FL 34103

SUBJECT: COLONY PLAZA, L.L.C.  
Ref. Number: W99000016796

JUL 27 1999

MORRISON & CONROY, P.A.

We have received your document for COLONY PLAZA, L.L.C. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The total amount due is \$162.50.

Please return 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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 299A00037316



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 2, 1999

KRISTIN M. CONROY  
3838 TAMIAMI TRAIL NORTH, SUITE 402  
NAPLES, FL 34103

SUBJECT: COLONY PLAZA, L.L.C.  
Ref. Number: W99000016796

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 199A00039146

**MORRISON & CONROY**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

3838 TAMiami TRAIL NORTH, SUITE 402  
NAPLES, FLORIDA 34103  
(941) 649-5200

TELECOPIER (941) 649-8140

J. THOMAS CONROY, III  
BOARD CERTIFIED REAL ESTATE LAWYER  
KRISTIN M. CONROY, L.L.M.  
DAVID N. MORRISON

August 9, 1999

**Via Federal Express**

Florida Department of State  
Division of Corporations  
409 E. Gaines  
Tallahassee, FL 32399

Attention: Agnes Lunt,  
Document Specialist

Re: **Colony Plaza, L.L.C.**


Dear Ms. Lunt:

Please find the attachments per your letter of August 2, 1999 to complete the processing of the above referenced corporation.

**WE MUST HAVE CONFIRMATION OF FILING BY FRIDAY, AUGUST 13, 1999. PLEASE FAX SAME TO THE ATTENTION OF THE UNDERSIGNED AT (941) 649-8140. THANK YOU.**

Very truly yours,

MORRISON & CONROY, P.A.

  
Kristin M. Conroy

Attachment

**ARTICLES OF ORGANIZATION  
OF  
COLONY PLAZA, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is Colony Plaza, L.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 is 3960 Via Del Rey, Bonita Springs, Florida 34134. The Company's registered agent is J. Thomas Conroy, III, 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 Rebecca D. Andrews, who is 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 to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. 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. The name and address of the managing member is:

Leland Professional Center, Inc. 799000022672  
C/o Joseph E. D'Jamoos  
4201 Gulf Shore Blvd.  
Suite 802  
Naples, Florida 34103

## ARTICLE VII CONTRIBUTIONS

The members in the aggregate have contributed to the Company Five Hundred Thousand Dollars (\$500,000.00) in cash, and approximately Six Hundred Fifty Thousand (\$650,000.00) in real property equity.

## ARTICLE VIII

[Intentionally omitted]

## 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 two (2) remaining members. 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 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  
REGULATIONS**

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 7<sup>th</sup> day of July, 1999.

  
\_\_\_\_\_  
Rebecca D. Andrews, Organizer and Member

**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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

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

J. Thomas Conroy, III  
Morrison & Conroy, P.A.  
3838 Tamiami Trail North, Suite 402  
Naples, Florida 34103

*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 accept the obligations of my position as registered agent.*

\_\_\_\_\_  
(Signature)

July 7<sup>th</sup>, 1999



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Colony Plaza, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 500,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 650,000.00  
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 \$ \_\_\_\_\_
- 5) the total amounts of 2, 3 and 4 is \$ 1,150,000.00

  
\_\_\_\_\_  
By: Rebecca D. Andrews, 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.)

EXHIBIT 'A'

Legal Description

The North 400 feet of the West one-half of the Northeast one-quarter, Section 16, Township 47 South, Range 25 East, Lee County, Florida, lying East of the existing right-of-way of U S Highway 41 (Tamiami Trail); being lots 1, 2, 3 and 4, Block "B" of an unrecorded subdivision.

Value agreed to: \$650,000.00