

L99000005483



ACCOUNT NO. : 072100000032

REFERENCE : 361193 82724A

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ 337.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 1 PM 1:51

ORDER DATE : September 1, 1999

ORDER TIME : 11:28 AM

ORDER NO. : 361193-005

CUSTOMER NO: 82724A

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CUSTOMER: Ms. Michele Shelton  
MORRISON & CONROY  
MORRISON & CONROY  
3838 Tamiami Trail North  
Suite 402  
Naples, FL 34103-3507

DOMESTIC FILING

NAME: JC II OF NAPLES, 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: Jamela Abaied

EXAMINER'S INITIALS:

Name	<b>MJH</b>
Availability	<b>MJH</b>
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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99 SEP - 1 PM 12:10  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
JC II OF NAPLES, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED  
SECRETARY OF STATE  
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**ARTICLE I  
NAME**

The name of this limited liability Company is JC II OF NAPLES, 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 533 Turtle Hatch Lane, Naples, Florida 34103. 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 organizers of the Company are Patricia J. Pistner, Stephen L. Pistner and Mark C. Bates, who are natural persons 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 members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The names and addresses of the managing members are:

Patricia J. Pistner  
10 Seagate Drive  
Naples, Florida 34103

Stephen L. Pistner  
10 Seagate Drive  
Naples, Florida 34103

Mark C. Bates  
533 Turtle Hatch Lane  
Naples, Florida 34103

## **ARTICLE VII CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Hundred Dollars (\$100.00) in cash.

## **ARTICLE VIII DISSOLUTION**

"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. To avoid dissolution under this Article VIII, 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. 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 IX  
DISTRIBUTIONS**

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

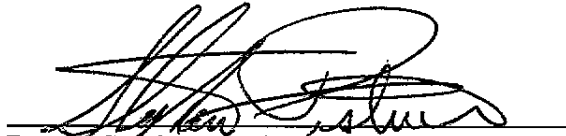
**ARTICLE X  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

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

Executed this 30 day of August, 1999.



By: Patricia J. Pistner  
Its: Managing Member



By: Stephen L. Pistner  
Its: Managing Member



By: Mark C. Bates  
Its: Managing 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: JC II OF NAPLES, L.L.C.
2. The name and address of the registered agent and office is:

David N. Morrison, Esq.  
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.*

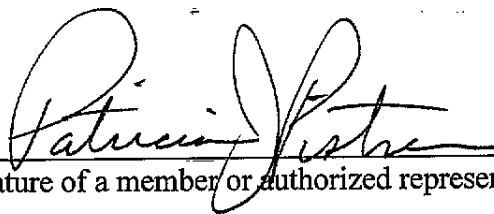
David N. Morrison  
(Signature)

Aug 31, 1999

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of JC II OF NAPLES, L.L.C. deposes and says:

- 1) the above named limited liability Company has three members initially;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_  
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 \$ 100.00



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.)