

# L99000005584



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 365784 7189872

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 337.50

ORDER DATE : September 7, 1999

ORDER TIME : 11:35 AM

ORDER NO. : 365784-005

CUSTOMER NO: 7189872

200002979622--2

CUSTOMER: Mr. Mark Kleinfeld  
MARK B. KLEIFELD P.A.  
MARK B. KLEIFELD P.A.  
P.O. Box 2203

Palm Beach, FL 33480

DOMESTIC FILING

NAME: IRONWOOD INVESTMENTS L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       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 Availability	<b>MJH</b>
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

99 SEP -7 PM 2:09

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

59 SEP -7 PM 12:46

RECEIVED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 3, 1999

CSC

SUBJECT: IRONWOOD INVESTMENTS L.L.C.  
Ref. Number: W99000017976

We have received your document for IRONWOOD INVESTMENTS 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:

The document must contain the entity's complete mailing address.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 099A00039390

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -7 PM 2:09

**ARTICLES OF ORGANIZATION  
OF  
IRONWOOD INVESTMENTS L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Ironwood Investments L.L.C., and its principal office and mailing address shall be located at 12088 Sugar Pine Drive in the City of Wellington, County of Palm Beach, State of Florida, 33414 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV**  
**MANAGEMENT**

Management of this limited liability company is reserved to its Members, whose names and addresses are as follows:

George Ross McMinn  
P.O. Box 17133  
West Palm Beach, Florida 33416

Michael L. Crowley  
12088 Sugar Pine Drive  
Wellington, Florida 33414

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$2,000.00 cash shall be paid to the limited liability company by the 2 members in equal shares of \$1,000.00 each. Additional contributions will be made as required for company purposes, as determined by unanimous consent of the members. Members

will make contributions in equal shares, or as otherwise determined by them. The Members are not under any obligation to consent to additional contributions.

## **ARTICLE VII**

### **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members from time to time as agreed by the unanimous consent of the Members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares. Notwithstanding any provision to the contrary in these Articles, no creditor of the limited liability company shall have the right to compel the Members to make any contribution to capital or otherwise pay losses incurred by the limited liability company.

## **ARTICLE VIII**

### **DURATION**

This limited liability company shall exist until July 30 2029 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## **ARTICLE IX**

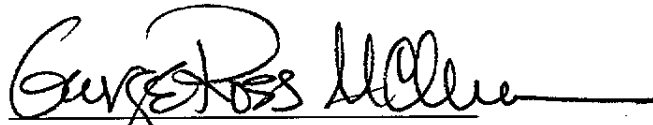
### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is:

George Ross McMinn  
1637 S. Military Trail, Suite A-9  
West Palm Beach, Florida 33415

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Ironwood Investments L.L.C.

Executed by the undersigned at West Palm Beach, on July 30, 1999.

A handwritten signature in cursive script, appearing to read "George Ross McMinn", followed by a horizontal line.

George Ross McMinn, Member

A handwritten signature in cursive script, appearing to read "Michael L. Crowley", followed by a horizontal line.

Michael L. Crowley, Member

**AFFIDAVIT**

STATE OF FLORIDA                     )  
  ) SS.  
COUNTY OF PALM BEACH            )

Pursuant to the provisions of Sections 608.415 or and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Ironwood Investments L.L.C.

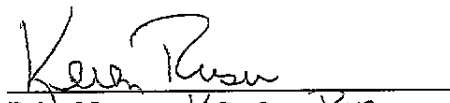
The name of the registered agent for Ironwood Investments L.L.C. is George Ross McMinn and the street address of the company's principal office where the agent is located is 12088 SUGAR PINE TRAIL, WELLINGTON, FLA 33414

This statement is to acknowledge that, as indicated above, Ironwood Investments L.L.C. has appointed me, George Ross McMinn, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated 7/30/99

  
George Ross McMinn

The foregoing instrument was acknowledged before me this July 30, 1999 by George Ross McMinn, agent on behalf of Ironwood Investments L.L.C., a limited liability company. He is personally known to me or has produced FL DL [type of identification] as identification.

  
Print Name: Keren Rusu  
Notary Public  
My Commission Expires:

(SEAL)



Keren Rusu  
MY COMMISSION # CC821383 EXPIRES  
March 28, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

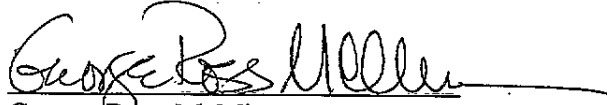


# AFFIDAVIT

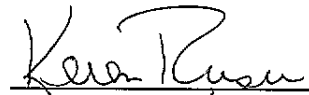
STATE OF FLORIDA                     )  
  ) SS.  
COUNTY OF PALM BEACH            )

In compliance with Florida Statutes §608.407(2), the undersigned member or authorized representative of a member of Ironwood Investments L.L.C. deposes and says:

1.     The limited liability company identified above has at least one member.
2.     The total amount of cash contributed by the members is \$2,000.00.
3.     If any, the agreed value of property other than cash contributed by the members is \$0.00. A description of the property is attached as Exhibit A and made a part of this affidavit.
4.     The total amount of cash or property anticipated to be contributed by the members is \$2,000.00. This total includes the amounts from 2 and 3 above.

  
George Ross McMinn

The foregoing instrument was acknowledged before me this July 30, 1999 by George Ross McMinn, on behalf of Ironwood Investments L.L.C., a limited liability company. He is personally known to me or has produced FL DL [type of identification] as identification.

  
Print Name: Keren Rusu  
Notary Public  
My Commission Expires: \_\_\_\_\_

(SEAL)



Keren Rusu  
MY COMMISSION # CC821383 EXPIRES  
March 28, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.