

L99000005714

THOMAS WANDERON & ASSOCIATES

• TAX ACCOUNTING, INC. •

W99-17693

July 26, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-07/29/99--01009--004
*****337.50 *****337.50

Enclosed please find Articles of Incorporation for County Properties, L.C., a limited Liability Company, along with a check in the amount of \$337.50 to cover the various fees and taxes.

Please return any pertinent information to this office.

Very truly yours,

Thomas Wandon & Associates

Name	
Availability	MJH
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 13 AM 11:16



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 1999

THOMAS WANDERSON & ASSOCIATES
9915 TAMiami TRAIL NORTH, STE #2
NAPLES, FL 34108

SUBJECT: COUNTY PROPERTIES, L.C.
Ref. Number: W99000017693

We have received your document for COUNTY PROPERTIES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 199A00038860



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 20, 1999

THOMAS WANDERSON & ASSOCIATES
9915 TAMiami TRAIL NORTH, STE #2
NAPLES, FL 34108

SUBJECT: COUNTY PROPERTIES, L.C.
Ref. Number: W99000017693

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You failed to make the correction(s) requested in our previous letter.

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Michelle Hodges
Document Specialist

Letter Number: 199A00038860

ARTICLES OF ORGANIZATION

OF

County Properties, L.C.

a Limited Liability Company

FILED
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DIVISION OF CORPORATIONS
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The undersigned, pursuant to the provision of Chapter 608 and Chapter 621 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the company is County Properties, L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION

Unless dissolved earlier in accordance with the laws of the State of Florida or the Regulations of the Company, the Company shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business to be transacted by this corporation is: real estate acquisition and management. To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts,

paths, walks, parks, cemeteries and playgrounds. To buy sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved; and any right or interest therein.

To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking business, safe deposit trust, insurance, surety, express, railroad, canals, telegraph or telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute mortgages, and transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by other corporation, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock. To purchase its own capital stock from earned surplus.

To engage and deal with the directors of this corporation or its officers in

contracts or otherwise, and in the absence of fraud, no director or officer of this corporation shall be disqualified from arms length transaction with this corporation.

ARTICLE IV - ADDRESS OF PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is: 9915 Tamiami Trail, Suite 2, Naples, FL, 34108.

ARTICLE V - REGISTERED AGENT

The name and the street address of the initial registered agent in the State of Florida for the Company is Jeffrey R. Lamb, 9915 Tamiami Trail North, Suite 2, Naples, FL 34108. The acceptance of such appointment is attached to these Articles of Organization.

ARTICLE VI

CAPITAL CONTRIBUTIONS

(1) The initial capital of this limited liability company shall consist of the sum of \$1,000.00, which shall be contributed by the (2) members in the following amounts:

(a) Paul Reddish	50%	\$500.00
(b) John Poczatek	50%	\$500.00

(2) No member shall be entitled to receive interest on his/her contribution to capital .

(3) Calls for additional contributions may be made by the limited liability company, and shall be paid in the same percentages as above set forth.

ARTICLE VII- ADDITIONAL MEMBERS

Members may admit additional Members upon the unanimous agreement of the then existing Members.

ARTICLES VIII - CONTINUITY OF BUSINESS

The Company shall continue until the earlier of: the unanimous written agreement of all Members to dissolve the Company; the cessation of the Company's business; the bankruptcy or receivership of the Company; or the death, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued Membership of a Member in the Company, unless, upon such event, the business of the Company continued by the consent of all the remaining Members of the Company.

ARTICLE IX - MANAGEMENT

The Company is to be managed by Managers as more particularly provided in the Company's Regulations. The name and address of the initial Managers of the Company, who are to serve as Managers until the first annual

meeting of Members or until successors are elected ad qualified, pursuant to the Company's Regulations, are as follows:

Name of Manager

Address

John Poczatek

2660 70th Street S.W.

Naples, FL 34105

Paul Reddish

7156 Falcon Glen Blvd.

Naples, FL 34113

IN WITNESS WHEREOF, the undersigned have executed these Articles of

Organization on the 17TH day of AUGUST, 1999.



John Poczatek, Member

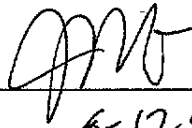


Paul Reddish, Member

REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, JEFFREY R. LAMB OF 9915 TAMIAMI TRAIL NORTH, SUITE 2, NAPLES, FL 34108, HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED: _____



DATED: _____

6-17-99

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned, pursuant to section 608.407(2) of the Florida Statutes,
declare the following:

- (1) The limited liability company has at least one member;
- (2) The initial capital of this limited liability company shall consist of the sum of \$1,000.00, which shall be contributed by the (2) members in the following amounts:

(a) Paul Reddish	50%	\$500.00
(b) John Poczatek	50%	\$500.00

- (3) No property other than the \$1,000.00 cash is initially contributed;
- (4) It is anticipated that real estate valued at \$225,000.00 will be contributed by the members.

Dated: 9-8-99


John Poczatek, Member

Paul Reddish, Member