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LIMITED LIABILITY COMPANY

Denholtz Realty Co., LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
DENHOLTZ REALTY CO., LLC**

I, the undersigned Member, hereby make, acknowledge and file these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be:

DENHOLTZ REALTY CO., LLC

**ARTICLE II
ADDRESS**

The mailing address of the principal office of the Limited Liability Company is:

337 East Indiantown Road
Suite 8
Jupiter, Florida 33477

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of its Manager, and the name and address of the Manager is:

<u>Name</u>	<u>Street Address</u>
Jack W. Denholtz	337 East Indiantown Road Suite 8 Jupiter, FL 33477

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George E. Harding, Esquire (Florida Bar No. 977985)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
Phone: (561) 686-3307

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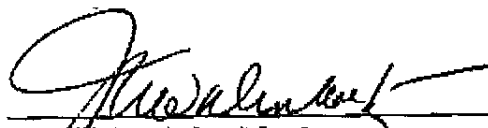
The Manager acting alone shall have the power and authority to manage the business and affairs of the Company. Notwithstanding the foregoing, however, the Manager shall not have the power and authority, unless the Members unanimously agree in writing, to do any of the following: (i) execute and/or deliver any promissory notes, loan agreements and other instruments of indebtedness, mortgages, pledges, assignments and other instruments of hypothecation, and any agreements with regard to the foregoing; (ii) sell, lease, exchange or otherwise dispose of all, or substantially all, of the assets of the Company otherwise than in the usual and regular course of its business; (iii) file or consent to the filing of a petition under any Federal or State bankruptcy, insolvency or reorganization law; and (iv) contract for or incur any liability by or on behalf of the Company in excess of \$5,000 in any transaction, or series of related transactions, in any calendar year. The business of the Company, and its internal affairs, shall be conducted in accordance with the terms of the Company's Regulations.

ARTICLE V

MEMBERS RIGHT TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree in writing to continue the business of the Company within sixty (60) days after the occurrence of such event. In the event the remaining Members fail so to agree to continue the business of the Company, the Company shall be dissolved and liquidated in accordance with the Act.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 29 day of September, 1999.


 Jack W. Denholtz, Member

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 WEST PALM BEACH, FLORIDA

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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:

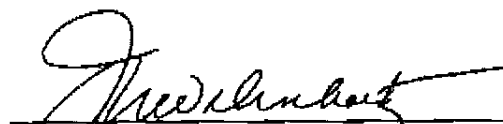
DENHOLTZ REALTY CO., LLC

2. The name and the Florida street address of the registered agent and office are:

Jack W. Denholtz
337 East Indiantown Road
Suite 8
Jupiter, Florida 33477

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Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.



Jack W. Denholtz, Registered Agent

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George E. Harding, Esquire (Florida Bar No. 977985)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
Phone: (561) 686-3307

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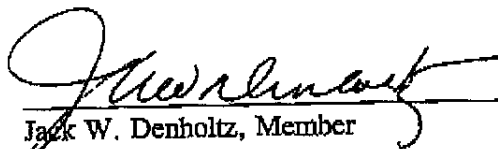
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
DENHOLTZ REALTY CO., LLC**

The undersigned Member of DENHOLTZ REALTY CO., LLC deposes and says:

1. The above named limited liability company has at least one Member;
2. The total amount of cash contributed by each of its Members is \$1,000.00;
3. If any, the agreed value of property other than cash contributed by its Members is \$0.00;
4. The amount of cash or property anticipated to be contributed by its Members is \$1,000.00;
5. The total amount of 2, 3 and 4 is \$1,000.00;

In accordance with Chapter 608, Section 408(3), Florida Statutes, the execution of this affidavit constitutes an affirmative under the penalties of perjury that the facts stated herein are true.

Dated: September 29, 1999


 Jack W. Denholtz, Member

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