

L990000004288



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 394443 5801B

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 155.00

ORDER DATE : September 30, 1999

ORDER TIME : 4:21 PM

300003003353-1

ORDER NO. : 394443-005

CUSTOMER NO: 5801B

CUSTOMER: Ms. Mary V. Snell  
PAVESE GARNER HAVERFIELD  
PAVESE GARNER HAVERFIELD  
P. O. Box 88

Cape Coral, FL 33910

DOMESTIC FILING

NAME: GULFCOAST CONDOMINIUM  
INVESTMENTS, L.L.C.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

Name	MJH
Availability	
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -1 AM 9:14

RECEIVED  
99 OCT -1 PM 4:35  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original  
submission date as file date.



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 1, 1999

JEANINE REYNOLDS  
CSC  
TALLAHASSEE, FL 32301

SUBJECT: GULFCOAST CONDOMINIUM INVESTMENT, L.L.C.  
Ref. Number: W99000022687

We have received your document for GULFCOAST CONDOMINIUM INVESTMENT, L.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):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 999A00047818

**RESUBMIT**

Please give original  
submission date as filed.

**ARTICLES OF ORGANIZATION OF**  
**GULFCOAST CONDOMINIUM INVESTMENT, L.L.C.**

The undersigned certifies that he is filing this document 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 **GULFCOAST CONDOMINIUM INVESTMENT, L.L.C.**, and its principal office shall be located at 2054 Trade Center Way, in the City of Naples, County of Collier, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same as the principal office address.

**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,

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DIVISION OF CORPORATIONS

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

There shall be two initial members of this limited liability company, whose names, addresses and percentage of ownership are as follows:

Earl L. Frye	70%
<del>8473</del> Bay Colony Drive	
Biltmore, #404	
Naples, Florida <del>34108</del>	

1110 Partners, Inc.	30%
2054 Trade Center Way	
Naples, Florida 34109	

### ARTICLE IV 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 V** **MANAGEMENT**

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as manager of the limited liability company until the first annual meeting of the members or until his successors are elected and qualify in accordance with the regulations:

Timothy P. Byal  
2054 Trade Center Way  
Naples, Florida 34109

#### **ARTICLE VI** **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, or except as specified in a separate written agreement regarding purchase and sale executed by 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 VII** **CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

**ARTICLE VIII**  
**DISTRIBUTIONS**

The members shall be entitled to the net profits, as defined in the regulations, 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 a distributive share of the profits in proportion to their ownership interest. The distribution of the profits shall be determined as provided in the regulations of the company.

**ARTICLE IX**  
**DURATION**


The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.


**ARTICLE X**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2054 Trade Center Way, City of Naples, County of Collier, State of Florida, and the name of the company's initial registered agent at that address is TIMOTHY P. BYAL.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of **GULFCOAST CONDOMINIUM INVESTMENT, L.L.C.**

Executed by the undersigned at Community Bank, on the 17<sup>th</sup> day of Sept, 1999.

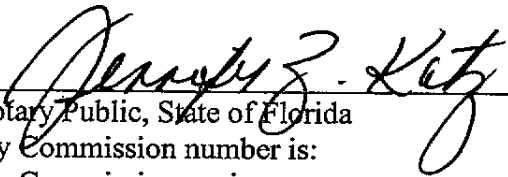
  
TIMOTHY P. BYAL

  
Notary

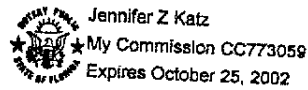
STATE OF FLORIDA     )  
COUNTY OF LEE        )

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared TIMOTHY P. BYAL, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 17<sup>th</sup> day of Sept,  
1999.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission number is:  
My Commission expires:

F:\WPDATA\MVS\CORPINIT\GULFCOAS\ARTICLES.ORG



**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA       )  
                                      )  
COUNTY OF LEE        )


Pursuant to the provisions of Section 608.415 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 GULFCOAST CONDOMINIUM INVESTMENT, L.L.C.

The name of the registered agent for GULFCOAST CONDOMINIUM INVESTMENT, L.L.C. is TIMOTHY P. BYAL, and the street address of the company's principal office where the agent is located is 2054 Trade Center Way, Naples, Collier County, Florida 34109.

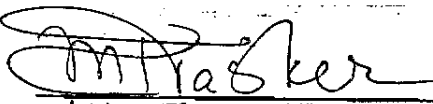
This statement is to acknowledge that, as indicated above, GULFCOAST CONDOMINIUM INVESTMENT, L.L.C. has appointed me, TIMOTHY P. BYAL, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent 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: This 27<sup>th</sup> day of September, 1999.

  
TIMOTHY P. BYAL, Registered Agent

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of September, 1999, by TIMOTHY P. BYAL, agent on behalf of GULFCOAST CONDOMINIUM INVESTMENT, L.L.C., a limited liability company and is personally known to me or has produced \_\_\_\_\_ as identification.



  
M K TASKER, Notary Public  
My Commission Number is:  
My Commission Expires: