

L99000006466



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 400467 81382A

AUTHORIZATION :

COST LIMIT : \$ 125.00

10/10  
Patricia Pizito

ORDER DATE : October 6, 1999

ORDER TIME : 11:41 AM

ORDER NO. : 400467-005

CUSTOMER NO: 81382A

500003007365--9

CUSTOMER: Michael F. Dignam, Esq  
MICHAEL F. DIGNAM, ESQ  
MICHAEL F. DIGNAM, ESQ  
1601 Hendry Street

Fort Myers, FL 33901

W99-23073

DOMESTIC FILING

NAME: CRUZ FAMILY L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -6 PM 1:51

RECEIVED  
99 OCT -6 PM 12:04  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

MJH



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 6, 1999

CSC  
ATTN; JANNA WILSON

SUBJECT: CRUZ FAMILY L.L.C.  
Ref. Number: W99000023073

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for CRUZ FAMILY L.L.C. and the authorization to debit your account in the amount of \$125.00. 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 899A00048505

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
99 OCT -6 PM 1:51

## ARTICLES OF ORGANIZATION

### ARTICLES OF ORGANIZATION OF **CRUZ FAMILY 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.

#### **1 NAME AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

1.1 The name of the limited liability company shall be **CRUZ FAMILY L.L.C.** and its principal office shall be located at 1601 Hendry Street, Fort Myers, Florida 33901 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

#### **2 PURPOSES AND POWERS**

2.1 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:

2.2 To engage in any activity or business authorized under the Florida Statutes.

2.3 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.

2.4 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.

2.5 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.

2.6 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.

2.7 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.

2.8 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.

2.9 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.

### **3 EXERCISE OF POWERS**

3.1 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 an unanimous vote of the members of the limited liability company.

## **4 MANAGEMENT**

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

4.1.1 Michael F. Dignam, Trustee  
Of the Christian Cruz Trust dated 12-14-98  
1601 Hendry Street, Fort Myers, Florida 33901

## **5 MEMBERSHIP RESTRICTIONS**

5.1 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.

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

5.3 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.

## **6 CAPITAL CONTRIBUTIONS**

6.1 Capital contributions in the amount of \$110,000 shall be paid to the limited liability company by the member. This shall consist of cash. Additional contributions will be made as required for investment purposes, as determined by vote of a majority of the members. Members will make contributions in equal shares based upon their percentage ownership interest in the Company.

## 7 PROFITS AND LOSSES

7.1 *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 based upon the individual members percentage of ownership of the company. The distributive shares of the profits shall be determined and paid to the members at least as often as annually.

7.2 *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 based upon the individual members percentage of ownership of the company.

## 8 DURATION

8.1 This limited liability company shall exist until January 1, 2030 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

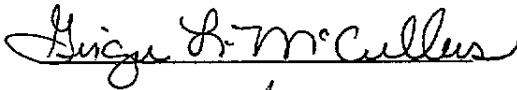
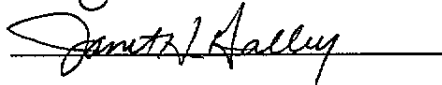
## 9 INITIAL REGISTERED OFFICE AND REGISTERED AGENT

9.1 The address of the initial registered office of the limited liability company is 1601 Hendry Street, Fort Myers, Lee County, Florida 33901, and the name of the company's initial registered agent at that address is **Michael F. Dignam**.

9.2 The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **CRUZ FAMILY L.L.C.**

Executed by the undersigned at Fort Myers, Florida on October 5, 1999.

Witnesses:

  
Michael F. Dignam

Cruz Family L.L.C.

Acceptance by Registered Agent

I, Michael F. Dignam, whose address 1601 Hendry Street, Fort Myers, Florida 33901, am hereby familiar with and accept the duties and responsibilities as registered agent for the Cruz Family L.L.C..

I have made this acceptance on October 5, 1999.

Witnesses:

Angela R. McCullum  
Janet A. Sperry

Michael F. Dignam  
Michael F. Dignam  
1601 Hendry Street,  
Fort Myers Florida 33901