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AUGUST & KULUNAS, P.A.

ATTORNEYS AT LAW

ONE CLEARLAKE CENTRE
250 AUSTRALIAN AVENUE SOUTH
SUITE 1100
WEST PALM BEACH, FLORIDA 33401

JERALD DAVID AUGUST
JOSEPH J. KULUNAS
ADI RAPPOPORT
STEVEN E. BLUMENTHAL

(561) 835-9600
FAX (561) 835-9602

JAMES J. FREELAND
OF COUNSEL

December 2, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000003062470--4
-12/07/99-01016-008
****320.50 ****155.00

W99-28007

Re: Yarnell Development LLC

To whom it may concern,

I wish to form a Florida limited liability company with the above referenced name. Attached please find:

- (1) the Articles of Organization for Yarnell Development LLC;
- (2) an affidavit regarding the capital contributions made to Yarnell Development LLC;
- (3) a certificate of designation of the registered agent for Yarnell Development LLC;
- (4) a check in the amount of \$320.50 (\$250.00 filing fee and \$52.50 for furnishing a certified copy).

Please fax me an acknowledgment that the LLC has been formed, as soon as possible.

Sincerely,


Adi Rappoport

cc: Roy and Judith Yarnell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 8, 1999

AUGUST & KULUNAS, P.A.
250 AUSTRALIAN AVENUE SOUTH
STE 1100
WEST PALM BEACH, FL 33401

SUBJECT: YARNELL DEVELOPMENT LLC.
Ref. Number: W99000028007

We have received your document for YARNELL DEVELOPMENT LLC. and your check(s) totaling \$320.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 599A000577

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
YARNELL DEVELOPMENT LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is and shall continue to be YARNELL DEVELOPMENT LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address and street address of the Company is 13205 U.S. Highway 1 Juno Beach, Florida 33408.

**ARTICLE III
REGISTERED AGENT**

The Company's registered agent is Adi Rappoport, whose office is located at One Clearlake Centre, Suite 1100, 250 Australian Avenue South, West Palm Beach, Florida 33401.

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**ARTICLE IV
DURATION**

The term of existence of this Company commenced upon the filing of the Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

**ARTICLE V
ORGANIZERS**

The organizers of the Company are Roy Yarnell and Judith Yarnell, each a natural person at least eighteen (18) years old.

**ARTICLE VI
PURPOSE AND POWERS**

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

The Company shall have the following powers:

1. To engage in any lawful business purpose and to own, lease and/or operate offices for that purpose.
2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.
3. To do everything necessary, proper or convenient for the accomplishment of the purpose set forth herein, and to do every other act incidental thereto such is not forbidden under the law of the State of Florida or by the provisions of these Articles of Organization.

ARTICLE VII MANAGEMENT BY MEMBERS

Section 6.01 Management by Members

Subject to the right of the members to elect a manager or managers, as shall be set forth in the Regulations of the Company, the management of the Company is reserved to its members. The names and addresses of the managing members (the "Managing Members") are as follows:

Roy Yarnell
11819 Blackwoods Lane
West Palm Beach, FL 33412

Judith Yarnell
11819 Blackwoods Lane
West Palm Beach, FL 33412

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Section 6.02 Operational Authority of Members

(a) Means of Decision Making

The Managing Members shall have the sole authority to manage the Company and are authorized to make any contracts, enter into any transaction, and make and obtain any commitments on behalf of the company to conduct or further the Company's business.

(b) Delegation of Managerial Authority

The Managing Members may delegate to an employee of the Company any management responsibility or authority.

Section 6.03 Nonliability and Indemnification of Members for Acts or Omissions in Their Managerial Capacity

(a) Exculpation

Except as otherwise expressly provided by the Act or herein, no Member shall be liable, responsible or accountable in damages or otherwise to the Company, or to any Member for any acts or omissions performed or omitted in good faith and in a manner reasonably believed by the member to be within the scope of the authority conferred upon him and in the best interests of the company.

(b) Indemnification

The Company shall indemnify and hold harmless the Members from and against any loss, expense, damage or injury suffered or sustained by him or it by reason of any acts or omissions or alleged acts or omissions arising out of his or its activities on behalf of the Company or in furtherance of the interests of the Company, including, but not limited to, any judgment, award, settlement, reasonable

attorney's fees and other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding or claim is based were performed or omitted in good faith and in a manner reasonably believed by the Member to be within the scope of the authority conferred upon him by and in the best interests of the Company. Such indemnification shall be made only to the extent of assets of the Company.

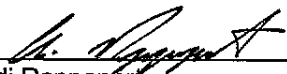
ARTICLE VIII ADMISSION OF NEW MEMBERS

The Company may admit additional members only upon the written consent of all the existing members. Any new member which is approved by the existing members as set forth herein shall become a member of the Company upon the payment of a contribution of capital to the Company as established by the existing members and upon such new member's agreement to comply with these Articles of Organization, Regulations (as defined under the Florida Limited Liability Act), and such other documents, statutes, rules, regulations, or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE X DISSOLUTION

The Company shall be dissolved upon the death, bankruptcy, retirement, resignation, expulsion, or dissolution of a member, unless the Company has at least one remaining member and such remaining member or members unanimously consent in writing to continue the business of the Company within sixty (60) days of the occurrence of the above specified events.

Executed this 10 day of December, 1999.



Adi Rappoport

Authorized Representative of the Organizer

Adi Rappoport | Florida Bar Member 0116947
August & Kulunas, P.A.
One Clearlake Centre, Suite 1100
250 Australian Avenue South
West Palm Beach, Florida 33401
561-835-9600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / OFFICE**

Limited Liability Company:
Yarnell Development LLC

Registered Agent / Office:
Adi Rappoport, Esquire
One Clearlake Centre, Suite 1100
250 Australian Avenue South
West Palm Beach, Florida 33401

I agree to act as registered agent to accept service of process for the limited liability company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Adi Rappoport, Esquire

Adi Rappoport | Florida Bar Member 0116947
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