

SHUMACKER & THOMPSON
ATTORNEYS AT LAW

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TALLAHASSEE, FLORIDA

April 21, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Via Airborne Express

Re: Coastal Way, L.C.

Dear Sir or Madam:

300002496883--3

-04/22/98--01087--001

***337.50 ***337.50

Enclosed please find the following:

1. Duplicate originals of Articles of Organization of Coastal Way, L.C.;
2. One original Certificate of Designation of Registered Agent/Office; and
3. Check in the amount of \$337.50 in payment of the applicable filing fees of \$250 for the Articles of Organization and \$35 for the Designation of Registered Agent and \$52.50 in payment of the required fee for a certified copy of the Articles of Organization.

Please file the enclosed documents and return to me a certified copy of the file-stamped Articles of Organization at the address noted below.

Thank you very much for your attention to this matter and please feel free to contact me collect at 423/855-1278 if you have any questions.

Sincerely,



Jill Price
Legal Assistant

JP:cdb

Enclosures

cc: Ms. Diane Wilson
Ms. Laura Connor

h:\corp\cbl\projects\coastal\FL-SOS.421

A PROFESSIONAL CORPORATION

Suite 101, One Park Place
6148 Lee Highway
Chattanooga, Tennessee 37421
Telephone (423) 855-1814
Telecopier (423) 899-1278

Other offices:
Suite 500, First Tennessee Building
Chattanooga, Tennessee

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Coastal Way, L.C.

ARTICLE II - Address:

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

One Park Place
6148 Lee Highway, Suite 300
Chattanooga, Tennessee 37421-6511

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

December 31, 2050

ARTICLE IV - Management:

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

CBL & Associates Limited Partnership
One Park Place
6148 Lee Highway, Suite 300
Chattanooga, Tennessee 37421-6511

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

No other person shall be a member without the unanimous consent of the members at the time such membership decision is to be made.

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

The business of the limited liability company may be continued by the unanimous consent of the remaining members provided that such consent is obtained no later than ninety (90) days after the termination of the continued membership.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of _____
Coastal Way, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ -0-
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00
This total includes amounts from 2 and 3 above.

COASTAL WAY, L. C.

By: CBL & Associates Limited Partnership,
its managing member

By: CBL Holdings I, Inc.,
its general partner

By: Jeffery V. Curry

Jeffery V. Curry, Assistant Secretary

Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Coastal Way, L.C.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)
Plantation, Florida 33324
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

C T CORPORATION SYSTEM


(Signature)
Allan P. Farnell, Assistant Secretary

April 14, 1998
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent