

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Wirt - Skipper Palms, LLC

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File Cert

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by: CD

Name

Date

Time

Walk-In

Will Pick Up

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

UP
1-11-00

ARTICLES OF ORGANIZATION

OF

UIRT - SKIPPER PALMS, L.L.C.

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company (the "Company") shall be:

UIRT - Skipper Palms, L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual duration.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company shall be 5847 San Felipe, Suite 850, Houston, Texas 77057, and its mailing address is the same.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Dennis P. Johnson, 100 East Main Street, Lakeland, Florida 33801.

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ARTICLE VI - ADDITIONAL MEMBERS

The Members may admit to the Company additional Members to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members. Admission of any such additional Member(s) requires the written consent of all Members then having any interest in the Company. Any additional Members are allocated gain, loss, income or expense by the method provided in the Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Code.

ARTICLE VII - CONTINUATION OF BUSINESS

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 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 VIII - MANAGEMENT

The Company is to be managed by one (1) manager (the "Manager"). The initial Manager will serve until the first annual meeting of the Members or until his successor is elected and qualified.

The initial Manager's name and address is as follows:

Name: R. Steven Hamner
Address: 5847 San Felipe, Suite 850
Houston, Texas 77057

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ARTICLE IX - REGULATIONS

The Members of the Company shall hereafter adopt the Regulations (the "Regulations") setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Regulations shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 7th day of January, 2000.

(SEAL)

UNITED INVESTORS REALTY TRUST, As its Member

By: R. Steven Hamner

R. STEVEN HAMNER

ITS VP - CFO

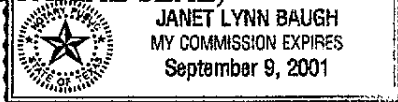
STATE OF Texas

COUNTY OF Harris

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared R. Steven Hamner, who ☒ is personally known to me or who ☐ has produced _____ as identification.

WITNESS my hand and official seal this 7th day of January, 2000.

(NOTARIAL SEAL)



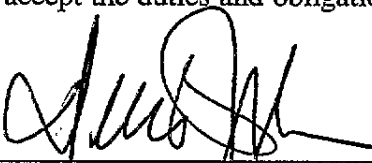
Janet Lynn Baugh
Notary Public

My Commission Expires: 9-9-2001

ACCEPTANCE

Having been named to accept service of process for UIRT - Skipper Palms, L.L.C., at the place designated as stated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

Dated this 10th day of January, 2000.



Dennis P. Johnson

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APPROVED
AND
FILED