

LAW OFFICES

WILLIAM G. MORRIS

WILLIAM G. MORRIS
ADMITTED IN FL, DC, VA

L0000002645

March 2, 2000

247 NORTH COLLIER BOULEVARD
SUITE 202
POST OFFICE BOX 2056
MARCO ISLAND, FL 34146-2056
TELE. (941) 642-6020
FAX (941) 642-0722

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/08/00--01107--001

***130.00 ***130.00

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-03/03/00--01112--003

***100.00 ***100.00

VIA FEDERAL EXPRESS *Cesley*
Re: O.G. Shopping Center, LLC GAVE
Articles of Organization

AUTHORIZATION BY PHONE TO,

CORRECT *name on pg. 3*

DATE *3/8/00*

Ladies:

I am enclosing the original and one copy of Articles of Organization for the referenced entity. Also enclosed is a check for \$100.00 to cover filing fees and designation of registered agent.

Please arrange for issuance of charter and return a certified copy of same to me. If and additional information is needed, please do not hesitate to contact me.

Sincerely,

William G. Morris

ref. appl. mailed - ltr

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DIVISION OF CORPORATIONS
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WGM/cap
Enclosures

Name	
Availability	
Examiner	<i>alt</i>
Updater	
Verifier	
Acknowledgement	
TP Verifier	

FAWP/CORPORATION/REGISTRATION

FAWP/CORPORATION/PRICE/STATE/TP

*File
meal
alt
3/8*

FILING *100.00*
COPY *5.00*
AGENT *25.00*
TOTAL *230.00*
100.00

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March 7, 2000

Florida Department of State
Division of Corporations
Attn: Brenda Tadlock
409 East Gaines Street
Tallahassee, FL 32399

RE: O.G. SHOPPING CENTER, LLC
Articles of Organization

Dear Ms. Tadlock:

Attached please find copies of what was Federal Expressed to you on March 2, 2000 and received on March 3, 2000. Please expedite and give U.C.C. Services the Certificate of Good Standing as soon as possible tomorrow. I have enclosed a check in the amount of \$130.00 for the filing fees, and designation of registered agent, which includes a \$5.00 fee for the Certificate of Good Standing.

If you have any questions, please contact my office immediately.

Sincerely,



William G. Morris

WGM/phm
enclosure

**ARTICLES OF ORGANIZATION OF
O. G. SHOPPING CENTER, L. L.C.**

The undersigned authorized representative of a member of this company declares 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 O.G. SHOPPING CENTER, L.L.C., and its principal office shall be located at 540 Inlet Drive in the City of Marco Island, County of Collier, State of Florida, 34145, 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 of the company shall be the same as its principal office.

**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 by the company shall be limited to the ownership, operation and management of O. G. CENTER, Naples, Florida, and in connection thereof, the following:

1. 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. 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

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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.

3. 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.

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 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 as set forth in regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV DURATION

This limited liability company shall exist until December 31, 2030, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 247 North Collier Boulevard, City of Marco Island, County of Collier, State of Florida, and the name of the company's initial registered agent at that address is William G. Morris.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of O.G. SHOPPING CENTER, L.L.C.

Executed by the undersigned at Marco Island, Florida on March 2, 2000



William G. Morris

REGISTERED AGENT

The undersigned accepts appointment as registered agent and agrees to act in that capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, including, but not limited to Chapter 608, Florida Statute. I am familiar with and accept the obligations of my position as registered agent.



WILLIAM G. MORRIS
Registered Agent