

L00000003085

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

FILED
00 MAR 17 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- DESTIN SHOPPING CENTER, L.C.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
00 MAR 16 AM 10:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Name	OK 3/17
Available	OK
Document	OK
Examiner's Initials	OK
Under Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2000

ATTORNEYS' TITLE

SUBJECT: DESTIN SHOPPING CENTER, L.C.
Ref. Number: W00000007028

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00 MAR 17 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DESTIN SHOPPING CENTER, L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 100A00014647

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF
ORGANIZATION OF DESTIN SHOPPING CENTER, L.C.**

The undersigned certified 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 will 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 DESTIN SHOPPING CENTER, L.C., and its mailing address and principal office shall be located at 12400 Front Beach Road, Panama City Beach, County of Bay, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as their members may designate.

ARTICLE II

Purposes and power. 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 companies authorize to transact, shall be as follows:

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

1. In general, to carry on any and all incidental business, to have and exercise all 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. To purchase or otherwise acquire, undertake, carry-on, improve, or develop all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business similar in nature to that which this limited liability company is authorized to carry-on, pursuant to the provisions of these Articles; and hold, utilize, and in any manner dispose of the rights and properties so acquired.

3. 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 any political or

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CLERK OF STATE
TALLAHASSEE, FLORIDA

administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

4. 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 services under contract or otherwise for which any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement to aid, assist, and 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.

5. 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.

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.

Nothing contained in these Articles shall be deemed or construed 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 and the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

ARTICLE IV

Management. The limited liability company shall be managed by one manager. The name and address of the person who shall serve until the first annual meeting of members or until their successor is elected and qualified is as follows:

Shlomo Assraf
12400 Front Beach Road
Panama City Beach, Florida 32407

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

Abraham Sibony
39 Anchor Way
Berlin, Maryland 21811

Yaron Sibony
1916 Atlantic Avenue
Virginia Beach, VA 23451

Shlomo Assraf
12400 Front Beach Road
Panama City Beach, Florida 32407

ARTICLE V

Membership restrictions. 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.

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

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.

ARTICLE VI

Capital contributions. Capital contributions in the amount of \$1,500.00 shall be paid to the limited company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII

Profit sharing.

A. 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. The distributive share of the profits shall be determined and paid to the members each calendar year with distribution being made on or before January 15 of any given year.

B. All losses that occur on 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, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

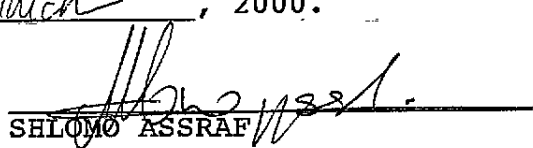
Duration. This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

Initial office and registered agent. The address of the initial registered office of the limited liability company is 427 McKenzie Avenue, Panama City, Bay County, Florida 32401; and the name of the original registered agent at that address is Daniel Harmon III.

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

Executed this 14th day of March, 2000.


SHLOMO ASSRAF

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CLERK OF DISTRICT COURT
PANAMA CITY, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

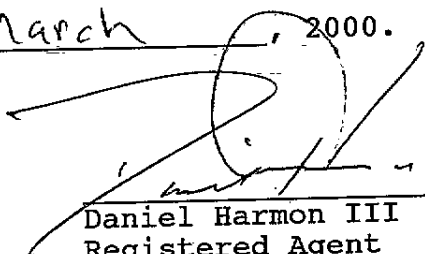
Pursuant to the provisions of Florida Statutes § 608.415 and § 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is DESTIN SHOPPING CENTER, L.C.

1. The name of the registered agent for DESTIN SHOPPING CENTER, L.C., is Daniel Harmon III; and the street address of the company's principal's office with the agent is 427 McKenzie Avenue, Panama City, Florida 32401.

This statement is to acknowledge that, as indicated above, DESTIN SHOPPING CENTER, L.C., has appointed me, Daniel Harmon III, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with all 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.

Dated this 15 day of March, 2000.


Daniel Harmon III
Registered Agent

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FLORIDA