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Corporation(s) Name

4912 Georgia Avenue, L.L.C.

☐ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☒ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Ch. RA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 26 PM 12:07

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Thank You!

9

00 MAY 26 PM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

5/26

ARTICLES OF ORGANIZATION
OF
4912 GEORGIA AVENUE, L.L.C.

ARTICLE I - NAME

The name of the limited liability company is "4912 GEORGIA AVENUE, L.L.C." (hereinafter referred to as the "Company").

ARTICLE II - DURATION

The Company shall exist from the date of the filing of these Articles of Organization with the Department of State until the Company is dissolved in accordance with its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

The mailing address of the Company is c/o Anthony's, Inc., P.O. Box 18769, West Palm Beach, Florida 33416 and the street address of the principal office of the Company is 5000 Georgia Avenue, West Palm Beach, Florida 33405.

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00 MAY 26 PM 1:35
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SECRETARY OF STATE
FLORIDA

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the Company is M. Pope Anthony, Jr., c/o Anthony's, Inc., 5000 Georgia Avenue, West Palm Beach, Florida 33405.

ARTICLE V - PURPOSE

The Company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Statutes.

ARTICLE VI - MANAGEMENT

Section 6.01. Management by Members. The Company will be managed by its members. The following are the names and addresses of the members of the Company:

M. Pope Anthony, Jr.
c/o Anthony's, Inc.
5000 Georgia Avenue
West Palm Beach, Florida 33405

Archer A. Barry
7243 S.W. 146th Street Circle
Miami, Florida 33158

Holden A. Davis
411 E. Washington Street
Paris, Illinois 61944

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TALLAHASSEE, FLORIDA

Section 6.02. Operational Authority of Members.

(a) Any one of the members shall have the authority to manage the Company (and are granted all powers under Florida Statute §608.404) and are authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business;

(b) M. Pope Anthony, Jr. is specifically authorized by the Members to sign any and all documentation in connection with the formation of the Company (including signing these Articles of Organization) and the acquisition and financing of the property located at 4912 Georgia Avenue, West Palm Beach, Florida.

(c) Each member shall have the voting power stated in the Company Operating Agreement; and

(d) Action by the members requires either:

(i) a properly called meeting of the members, with a quorum present of at least fifty (50%) percent of the membership interests in the Company, and a resolution approved by the affirmative vote of a majority of the membership interests present at such meeting (except in the case of a "Major Decision" as defined in the Operating Agreement, in which case the resolution must be approved by the affirmative vote of at least sixty-five (65%) percent of the membership interests present at the meeting); or

(ii) a written action signed by members holding a majority of the membership interests in the Company (except in the case of a "Major Decision" as defined in the Operating Agreement, in which case the resolution must be approved by the affirmative vote of at least sixty-five (65%) percent of the membership interests in the Company).

(e) The members may by an action authorized under this Section delegate to a subcommittee of members, an individual member, or an employee of the Company any management responsibility or authority.

ARTICLE VII – ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Operating Agreement.

ARTICLE VIII - INDEMNIFICATION

Section 8.01. Definitions. For purposes of this article, the following terms shall be defined as follows:

(a) "Official capacity" means the elective or appointive office or position held by a person who acts on behalf of and at the request of the Company, or employment or agency relationship undertaken by an employee or agent of the Company.

(b) "Proceeding" means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Company.

Section 8.02. Mandatory Indemnification; Standard.

(a) The Company will indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, settlements, and reasonable expenses, including attorney fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

(i) has not been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines, settlements, and reasonable expenses, including attorney fees and disbursements, incurred by the person in connection with the proceeding with respect to the same acts or omissions;

(ii) acted in good faith;
(iii) received no improper personal benefit; and
(iv) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and

(v) reasonably believed that the conduct was in the best interests of the Company.

(b) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent does not, of itself, establish that the person did not meet the criteria set forth in this Section 8.02.

Section 8.03. Advances. If a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the Company, to payment or reimbursement by the Company of reasonable expenses, including attorney fees and disbursements, incurred by the person in advance of the final disposition of the proceeding.

(a) upon receipt by the Company of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in Section 8.02 have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the Company, if it is ultimately determined that the criteria for indemnification have not been satisfied, and

(b) after a determination that the facts then known to those making the determination would not preclude indemnification under this article.

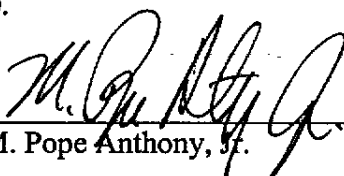
The written undertaking required by paragraph (a) above is an unlimited general obligation of the person making it, but need not be secured and will be accepted without reference to financial ability to make the repayment.

Section 8.04. Determination of Eligibility. All determinations as to whether indemnification of a person is required because the criteria stated in Section 8.02 have been satisfied and as to whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in Section 8.03 will be made as follows:

- (a) by the members in accordance with Section 6.02 of this Agreement; or
- (b) if an adverse determination is made by the members, or if no determination is made by the members within sixty (60) days after the termination of a proceeding or after a request for an advance of expenses, as the case may be, by the Circuit Court for Palm Beach County, Florida or other appropriate court, upon the application of the person requesting the payment or reimbursement.

Section 8.05. Insurance. The Company may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Company would have been required to indemnify the person against the liability under the provisions of this article.

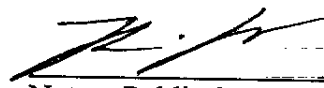
IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 25th day of May, 2000.


M. Pope Anthony, Jr.

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SECRETARY OF STATE
PALM BEACH COUNTY, FLORIDA

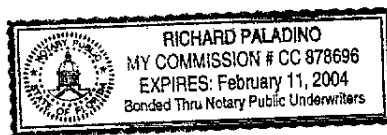
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of May, 2000, by M. Pope Anthony, Jr., who is either personally known to me or who has produced his drivers license as identification.



Notary Public State of Florida

My Commission Expires:



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00 MAY 26 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE
SERVED**

In accordance with Chapter 608.415, Florida Statutes, 4912 Georgia Avenue, L.L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of West Palm Beach, County of Palm Beach, State of Florida, has named M. POPE ANTHONY, JR., whose address is 5000 Georgia Avenue, West Palm Beach, Florida 33405, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and confirm that I am familiar with, and accept, the obligations of being a registered agent as provided for in Chapter 608 of the Florida Statutes.

Dated: May 25, 2000


M. POPE ANTHONY, JR.

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00 MAY 26 PM 1:35
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