

L 000000006781

DEPARTMENT OF STATE
FILING COVER SHEET

Date:

6/12/00

Requestor Name:

Carlton Fields

Address:

Post Office Box 190
Tallahassee, Florida 32302

Telephone:

(850) 224-1585

Contact Name:

Maelene Tyson (269)
Cheryl Igler (252)

Corporation Name:

Oseola Partners, LLC

600003284776--0

06/12/00--01054--008

****125.00 ****125.00

Entity Number (if applicable):

Authorization:

Maelene Tyson

☐ Certified Copy (1-9)

☐ Plain Copy

☐ UCC'S

☐ Certificate of Status

() Call When Ready

(✓) Call if Problem

(✓) Walk In

✓	NEW FILINGS/OTHER FILINGS	✓	AMENDMENTS/REGISTRATION/ QUALIFICATION
	PROFIT		AMENDMENT
	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
X	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER		MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
			OTHER

FILED
00 JUN 12 PM 12:49
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 12 AM 11:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CF Internal Use Only

Client: 99998

Matter: 99991

TAL#501656.02

Oseola Partners New Client - Cheryl Thomas & Phil Diamond

ARTICLES OF ORGANIZATION
OF
OSCEOLA PARTNERS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

FILED
00 JUN 12 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned (the "Member") acting as the organizer of Osceola Partners, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE 1
NAME

The name of the limited liability company is Osceola Partners, LLC (the "Company").

ARTICLE 2
PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE 3
INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS
AND PRINCIPAL PLACE OF BUSINESS

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is John W. DuBrule. The street address of the Company's initial registered office is 201 South Orange Avenue, Suite 200, Orlando, Florida, 32801.

B. Mailing Address of Business. The mailing address of the Company is 10644 Crystal Springs Court, Orlando, Florida 32825.

C. Principal Place of Business. The Company's principal place of business is 201 South Orange Avenue, Suite 200, Orlando, Florida 32801.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE 4
MANAGERS

The business of the Company shall be managed by a Manager elected by the Members holding fifty-one percent (51%) of the then outstanding contributed and not returned capital of the Company. The Manager may be, but is not required to be, a Member of the Company. A Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company. The name and business address of the initial Manager of the Company until the first annual meeting of the Members, or until his successor is elected and qualified, is:

John W. DuBrule
201 South Orange Avenue, Suite 200
Orlando, Florida 32801

ARTICLE 5
NON-LIABILITY AND INDEMNIFICATION

A. Non-Liability. A Manager of this Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, except for liability (i) for a breach of the Manager's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the Manager derived an improper personal benefit, or (iv) under §608.4229, Fla. Stat., (or any similar provision of any subsequent law enacted in Florida).


B. Indemnification. Each individual or entity who is or was a Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the

Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

ARTICLE 6
ADOPTION OF REGULATIONS

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

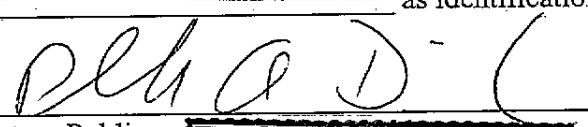
IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this ____ day of June, 2000.



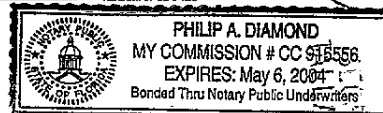
JOHN W. DUBRULE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of JUNE, 2000, by JOHN W. DUBRULE. He is personally known to me, ~~or has produced~~ as identification.

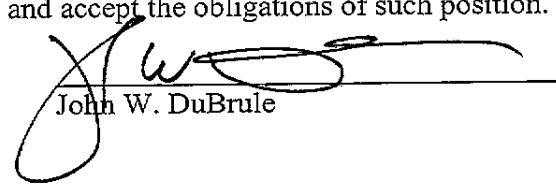


Notary Public



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, John W. DuBrule, hereby accept my designation as registered agent of the Company and acknowledge that I am familiar with and accept the obligations of such position.



John W. DuBrule

FILED
JUN 12 PM 12:49
CLERK OF COURT
STATE OF FLORIDA
ORANGE COUNTY