

L00000007328

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000033123 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)922-4003

From:
Account Name : SEMPER WOODS
Account Number : I20000000057
Phone : (407)650-8133
Fax Number : (407)246-1675

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 22 AM 9:53

RECEIVED

LIMITED LIABILITY COMPANY

Oak Street Partners, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 22 PM 3:07

FILED

Certificate of Status	1
Certified Copy	1
Page Count	04 6
Estimated Charge	\$160.00

JUN 22 2000 7:26 AM FR MARKET STREET FIN07 246 1675 TO 18509224003
(850)487-6013 06/21/00 14:31 Fl Dept of State p1 /1

P.02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2000

SEMPER WOODS

SUBJECT: OAK STREET PARTNERS, LLC
REF: W00000015860

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6043.

Shawn Logan
Document Specialist

FAX Aud. #: H00000033123
Letter Number: 500A00035334

00 JUN 22 PM 3:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000033123 1

**Articles of Organization
of
OAK STREET PARTNERS, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

**Article I
Name**

The name of the limited liability company is OAK STREET PARTNERS, LLC.

**Article II
Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III
Units Of Equity Ownership**

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units OAK STREET PARTNERS, LLC is authorized to have outstanding is 1,000,000 units, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

**Article IV
Registered Agent And Office**

The address of the initial Registered Office of the Company is 15 West Church Street, Suite 201, Orlando, Florida 32801, and the name of its initial Registered Agent at such address is Jonathan D. Woods, Esq.

FILED
JUN 22 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000033123 1

H00000033123 1

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 1811 Cornett Place, Kissimmee, Florida 34741.

Article VI
Organizer

The name and address of the organizer is:

Ebert C. Nyberg, Jr.
1811 Cornett Place
Kissimmee, Florida 34741

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII
Management

The Company is to be managed by a Member-Manager or Member-Managers.

Article IX
Indemnification

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any

00 JUN 22 PM 3: 08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000033123 1

Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Member-Manager is proper in the circumstances because such Member and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.

FILED
00 JUN 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

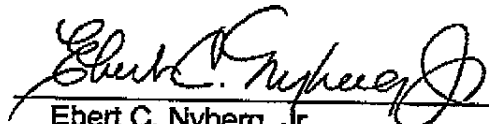
H00000033123 1

Article XI
Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Signature of member or authorized representative of member.

Dated June 6, 2000.



Ebert C. Nyberg, Jr.
Organizer

State of Florida

County of Osceola

)
) ss.
)

The foregoing instrument was acknowledged before me this June 6, 2000 by Ebert C. Nyberg, Jr.

FILED
00 JUN 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Seal, if any)



Notary Public in and for
said State of Florida

My commission expires on July 26, 2003.



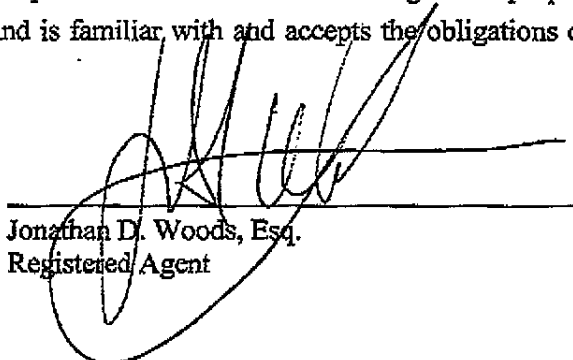
H00000033123 1

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, Oak Street Partners, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Oak Street Partners, LLC.
2. The name and address of the registered agent in Florida are:
Jonathan D. Woods, Esq.
15 West Church Street
Suite 201
Orlando, Florida 32801

The undersigned, being the person named in the articles of organization of Oak Street Partners, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Jonathan D. Woods, Esq.
Registered Agent

FILED
00 JUN 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000033123 1