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Fax Number : (850) 922-4003

From: Account Name : GLENN RASMUSSEN & FOGARTY, P.A.  
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LIMITED LIABILITY COMPANY

951 Glenwood Capital, LLC

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**ARTICLES OF ORGANIZATION****OF****951 GLENWOOD CAPITAL, LLC**

The undersigned authorized representative executes these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act:

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**ARTICLE I. NAME**

The name of the limited liability company is:

951 Glenwood Capital, LLC

**ARTICLE II. ADDRESS**

The mailing and street address of the principal office of the limited liability company is:

4350 West Cypress Street, Suite 250  
Tampa, Florida 33607

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent are:

Amsurco Management, Inc.  
4350 West Cypress Street, Suite 250  
Tampa, Florida 33607

**ARTICLE IV. MANAGEMENT**

The limited liability company is to be managed by a member, and the name and address of the initial managing member is:

Euro 951 Glenwood, Inc.  
4350 West Cypress Street, Suite 250  
Tampa, Florida 33607

The managing member has the exclusive power and authority to act for the limited liability company, and to sign and deliver any contract or instrument in the name and on behalf of the limited liability company. Unless specifically authorized in writing by the managing member, no other member has any power or authority to act for the limited liability company or to sign or deliver any contract or instrument in its name, as its agent or otherwise.

Evan R. Batoff  
100 S. Ashley Drive, Suite 1300  
Tampa, FL 33602  
(813) 229-3333  
Florida Bar No. 25119

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**ARTICLE V. PURPOSE, POWERS, AND AUTHORITY**

The limited liability company is organized for any lawful purpose, except banking and insurance. In furtherance of its purpose, the limited liability company has full power and authority to do all acts and things authorized by law to carry out its affairs and business, including without limitation the power and authority to do everything described in the Florida Limited Liability Company Act and the following:

- (a) Sue or be sued, or defend or complain, in its name;
- (b) Transact any lawful business that will aid governmental policy;
- (c) Cease its business activities, wind up its affairs, liquidate, and dissolve;
- (d) Make donations to the public welfare or for charitable, scientific, or educational purposes;
- (e) Elect or appoint agents, officers, and managers, define their duties, and fix their compensation, all in accordance with its Operating Agreement adopted by the members of the limited liability company;
- (f) Adopt, amend, and repeal an Operating Agreement for the operation and administration of its affairs that is consistent with these Articles of Organization;
- (g) Conduct its business, locate its offices, and exercise all the powers of a limited liability company within or outside the State of Florida;
- (h) Sell, lend, lease, assign, convey, pledge, exchange, mortgage, transfer a security interest in, or otherwise encumber or dispose of all or any part of its assets or property;
- (i) Make contracts, agreements, commitments, and undertakings that are conducive, incidental, or necessary to the conduct of its business and the accomplishment of its purposes;
- (j) Be a member, manager, partner, trustee, promoter, associate, shareholder, or incorporator of any trust, corporation, joint venture, limited liability company, general or limited partnership, or other business organization;
- (k) Pay, fund, and provide employee welfare and retirement benefits for employees and former employees and establish employee welfare and retirement benefit plans, trusts, and arrangements for any or all of its managers and employees;
- (l) Hold, sell, purchase, transfer, exchange, or otherwise invest and reinvest its funds in mortgages, securities, real estate, promissory notes, certificates of deposit, money market funds, guaranteed investment contracts, securities repurchase agreements, and other kinds of investments;
- (m) Indemnify any agent, officer, member, manager, employee, or other person as provided by law against liabilities and expenses incurred by the person in connection with the defense of any suit, action, or proceeding, whether civil, criminal, or administrative, to which the person is a party;

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(n) Acquire, receive, or possess by lease, exchange, purchase, subscription, or otherwise any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located;

(o) Vote and otherwise exercise the voting, dissenting, and consensual rights and powers of any stock, membership interest, partnership interest, or other voting interest owned or possessed by it with respect to any other corporation, limited liability company, general or limited partnership, or other business organization;

(p) Own, use, hold, operate, develop, maintain, improve, renovate, construct, rehabilitate, or otherwise deal in or with any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located;

(q) Engage agents, brokers, lawyers, appraisers, accountants, consultants, asset managers, property managers, and other advisors, professionals, and representatives who are conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes;

(r) Renew, recast, modify, extend, increase, refinance, or prepay, as a whole or in part, any liability, obligation, or indebtedness of the limited liability company, and to renew, extend, or modify any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any of its income or property that serves as security for any liability, obligation, or indebtedness of the limited liability company;

(s) Borrow money, incur liabilities, obligations, and indebtedness, and issue bonds, debentures, promissory notes, and other evidences of obligations to pay money in furtherance of the conduct of its business and the accomplishment of its purposes and to secure any liability, obligation, or indebtedness of the limited liability company by a pledge, mortgage, deed of trust, security interest, or other lien or encumbrance on all or any part of its income or property;

(t) Extend credit, lend money or other property, and otherwise provide financial assistance to any member, manager, officer, employee, or other person for the benefit of the limited liability company, with or without security, and receive and hold any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any income or property of another person as security for repayment of any loan or extension of credit; or become directly or contingently liable as a surety, endorser, co-obligor, guarantor, or accommodation party for the payment or performance of any liability, obligation, or indebtedness of another person that the managing member of the limited liability company considers to be conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes, including entering into any contract of guaranty or suretyship that is conducive, incidental, or necessary to the conduct of the business or accomplishment of the purposes of (i) a corporation, partnership, or limited liability company of which a majority of the outstanding stock, partnership interests, or membership interests, is owned directly or indirectly by the limited liability company, a corporation, partnership, or limited liability company which owns directly or indirectly a majority of the outstanding membership units of the limited liability company, or a corporation, partnership, or limited liability company of which a majority of the outstanding stock, partnership interests, or membership interests, is owned directly or indirectly by a corporation, partnership, or limited liability company which owns directly or indirectly a majority of the membership units of the limited liability company; and

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(u) Engage in any activity, make any payment or donation, enter into and perform any contract, and do any and all other acts and things that are consistent with law and conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes.

#### ARTICLE VI. CLASSES OF MEMBERS

The members of the limited liability company will be divided into Class A members and Class B members. The Class A and Class B members will have the relative duties, rights, powers, preferences, and limitations provided in the Operating Agreement adopted by the members of the limited liability company. Unless otherwise provided in that Operating Agreement, the Class A members do not have any voting rights, except with respect to the following matters:

- (a) The approval of a plan of merger;
- (b) The admission of an additional member;
- (c) The assignment of a membership interest;
- (d) The dissolution of the limited liability company; and
- (e) The admission of an assignee of a membership interest as a member.

#### ARTICLE VII. COMMENCEMENT OF EXISTENCE

The existence of the limited liability company will commence at 12:01 A.M., Tampa, Florida time, on August 1, 2000.

DATE: July 21<sup>st</sup>, 2000

  
Frank H. Bombbeck  
Authorized Representative

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the limited liability company named above at the place designated in these Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 608, Florida Statutes.

DATE: July 21<sup>st</sup>, 2000

AMEURCO MANAGEMENT, INC.

By:   
Frank H. Bombbeck, Vice President

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