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340 Mansfield Avenue  
Pittsburgh, Pennsylvania 15220  
(412) 919-1900  
Fax (412) 919-5930



# National Development

Company of Pennsylvania

July 24, 2000

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300003341253--4  
-08/01/00-01004-005  
\*\*\*160.00 \*\*\*160.00

Reference: Churchill Development Group, LLC

Gentlemen:

Enclosed are the Articles of Organization for the Churchill Development Group, LLC. Also enclosed is a check in the amount of \$160.00 made payable to the Florida Department of State for the filing fees for the referenced entity. Please mail a certified copy of the filing and the Certificate of Status to the following address:

Gregory A. Hand  
c/o National Development Company of PA  
340 Mansfield Avenue  
Pittsburgh, PA 15220

Should you have any questions, I can be reached at (412) 919-1901. Thank you for your assistance with this matter.

Sincerely,

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00 AUG - 1 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	Gregory A. Hand
Availability	Principal
Department	DCC
Initials	GAH/jdm
Enclosures	DCC
W. P. Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I – Name:**

The name of the Limited Liability Company is:

Churchill Development Group, LLC

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Address:  
750 S. Ocean Boulevard  
Boca Raton, FL 33432

Mailing Address:  
c/o National Development Company  
340 Mansfield Avenue  
Pittsburgh, PA 15220

**ARTICLE III – Duration:**

The period of duration for the Limited Liability Company shall be:

Perpetual

**ARTICLE IV – Registered Agent:**

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

**Acceptance of Registered Agent Designated  
In Articles of Incorporation**

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with the accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

**BRIAN COURTNEY, ASST. V.P.**

Authorized Service Representative  
Corporation Service Company

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE V – MANAGEMENT:**

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Ivan Kaplan  
750 S. Ocean Boulevard  
Boca Raton, FL 33432

Gregory A. Hand  
c/o National Development Company  
340 Mansfield Avenue  
Pittsburgh, PA 15220

**ARTICLE VI – Admissions of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admission shall be:

All of the members unanimously shall have the power and authority to designate one or more persons for admission as a member and to determine the amount and nature of such person's capital contribution and the time or times at which such person's capital contribution shall be made, the number of units such person shall be entitled to receive and any other terms and conditions of such person's admission as a member.

**ARTICLE VII – Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

An event described above shall not cause the limited liability company to terminate unless 50% of the remaining members consent to such termination within 30 days after the date of such event.

  
\_\_\_\_\_  
**Signature of member or an authorized representative of a member.**

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gregory A. Hand  
\_\_\_\_\_  
Typed or printed name of signee

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00 AUG -1 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA