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AL

LIMITED LIABILITY COMPANY  
WINDING CREEK DEVELOPMENT CO., LLC

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**ARTICLES OF ORGANIZATION  
OF  
WINDING CREEK DEVELOPMENT CO., LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is WINDING CREEK DEVELOPMENT CO., LLC.

**ARTICLE II  
Address**

The mailing and street address of the Company's principal office is 4303 1<sup>st</sup> Street East, Suite 313, Bradenton, Florida 34208.

**ARTICLE III  
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Barnes Walker Chartered. The address of Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V  
Management**

A. The Company is to be managed by a Manager who will serve until the first annual meeting of the Members. The initial Manager is identified as follows:

Arif, Syed, whose address is 1705 Aster Avenue, Oak Brook Terrace, Illinois 60181.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, except:

1. Without having first obtained the prior written consent of a majority in interest of the Member[s], the Manager shall not cause or permit the Company to:

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- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;
- c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

2. Without having first obtained the prior written consent of all of the Member[s], amend these Articles or the Operating Agreement of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member[s], or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Manager, or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

C. A "majority in interest" shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Member[s] of the Company.

#### ARTICLE VI Admission of New Members

The Members of the Company do not have the right to admit new Members, but a majority of the Managers of the Company has have the right to admit new Members in accordance with the Operating Agreement of the Company.

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**ARTICLE VII**  
**Continuation of Business**

A majority in interest of the remaining Member[s] of the Company have the right 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 Company.

**ARTICLE VIII**  
**Voting Rights**

Each Member's vote on matters relating to the Company on which Member[s] are allowed to vote will be weighted in proportion to their ownership interest percentage in the Company compared to all other such interests.

**ARTICLE IX**  
**Profits and Losses Allocation**

Profits and losses will be allocated to the Member[s] in accordance with the Operating Agreement of the Company.

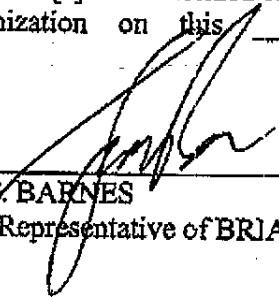
**ARTICLE X**  
**Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by the Manager.

**ARTICLE XI**  
**Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State

IN WITNESS WHEREOF, the undersigned Member[s] or authorized representative of a Member has executed these Articles of Organization on this 4 day of JANUARY, 2001.

  
\_\_\_\_\_  
GARRET T. BARNES  
Authorized Representative of BRIAN HERRON,  
Member

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