

L01000004102

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.

((H01000027696 3)))

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

AL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 16 PM 2:34

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 16 AM 11:34

RECEIVED

LIMITED LIABILITY COMPANY

American Harbour, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

Articles Of Organization

of

American Harbour, 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 American Harbour, LLC.

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective on March 16, 2001, at 12:00:01 a.m.

Article III
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units American Harbour, 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
01 MAR 16 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 15 West Church Street, Suite 201, Orlando, Florida 32801.

Article VI
Organizer

The name and address of the organizer is:

Jonathan D. Woods, Esq.
15 West Church Street, Suite 201
Orlando, Florida 32801

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 16 PM 2:34

FILED

connection with such action, suit or proceeding. The Company shall not indemnify any 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 any Officer of the Company and shall be countersigned or attested by any Officer of the Company, 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.

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.

FILED

01 MAR 16 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000027696 3

(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.)

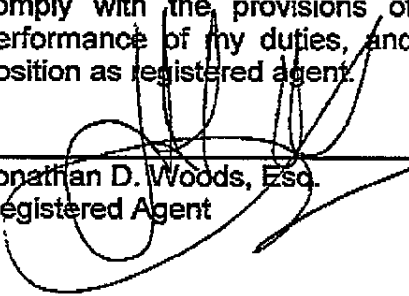
Signature of member or authorized representative of member.

Dated March 16, 2001.


Jonathan D. Woods, Esq.
Organizer

Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Jonathan D. Woods, Esq.
Registered Agent

March 16, 2001

FILED

01 MAR 16 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000027696 3