



# L010000008599

ACCOUNT NO. : 072100000032

REFERENCE : 165430 118517A

AUTHORIZATION :

COST LIMIT :

\$ 155.00

*Patricia Pizeto*

ORDER DATE : May 29, 2001

ORDER TIME : 11:43 AM

ORDER NO. : 165430-005

000004326030--6

CUSTOMER NO: 118517A

CUSTOMER: Robert W. Bivins, Esq.  
Fuller Holsonback & Bivins  
Attorneys & Counselors At Law  
Suite 2650  
100 N. Tampa Street  
Tampa, FL 33602

DOMESTIC FILING

NAME: MYRTLE & 41, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

*WDE 12/18*

*JB*  
*5-3001*

APPROVED  
AND  
FILED

01 MAY 29, PM 2:35  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 01 MAY 29 PM 12:55  
DIVISION OF INCORPORATION



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 29, 2001

CSC  
BETTY YOUNG

SUBJECT: MYRTLE & 41, L.C.  
Ref. Number: W01000012118

We have received your document for MYRTLE & 41, L.C. and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 101A00032646

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION OF

### MYRTLE & 41, L.C.

The undersigned person, acting as the organizer of MYRTLE & 41, L.C. (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

#### ARTICLE I. NAME AND ADDRESS

The name, principal office and mailing address is: MYRTLE & 41, L.C., c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701.

#### ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence on the date that these Articles of Organization are filed with the Florida Department of State, and the existence of the Company will continue in perpetuity.

#### ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

#### ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701, and the name of the Company's initial registered agent at that address is John M. McCall.

#### ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's Operating Agreement.

#### ARTICLE VI. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the written consent of a majority interest of the members of the Company, as more particularly set forth in the Operating Agreement.

#### ARTICLE VII. MANAGEMENT OF COMPANY

The business of the Company shall be managed by a manager who shall be elected annually by the members of the Company in a manner set forth in the Operating Agreement. The manager shall have the power and authority to act on behalf of the Company as provided in

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TALLAHASSEE, FLORIDA

the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its Operating Agreement and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager is as follows:

John M. McCall  
520 4th Street North  
St. Petersburg, Florida 33701

The manager shall serve in that capacity until the first annual meeting of members or until his successor is elected and qualified. The number of managers may be increased or decreased as set forth in the Operating Agreement.

#### ARTICLE VIII. RESTRICTION ON TRANSFER OF INTERESTS

Membership interests in the Company shall be subject to transfer restrictions. These transfer restrictions are specifically set forth in the Company's Operating Agreement.

#### ARTICLE IX. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the dissolution of the Company 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 (collectively, a "withdrawal event"), the business of the Company shall continue upon the consent of a majority in interest (as defined in the Operating Agreement) of the remaining members. The consent of a majority in interest of the remaining members to continue the business of the Company must be in writing and obtained within ninety (90) days after the occurrence of the withdrawal event. If a majority in interest of the remaining members do not consent to continue the business of the Company, the Company will dissolve automatically, without further action of the members, upon the occurrence of the withdrawal event.

#### ARTICLE X. OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company is vested exclusively in the members of the Company, as more particularly set forth in the Operating Agreement.

#### ARTICLE XI. ORGANIZER

The name and street address of the organizer, who is a member of the Company, executing these Articles of Organization is: John

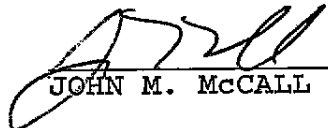
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CLERK OF SUPERIOR COURT  
JACKSONVILLE, FLORIDA

M. McCall, c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701.

ARTICLE XII. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the members, shall be as prescribed by the Secretary of State of the State of Florida, and shall be sworn and subscribed to by a majority in interest of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24th day of May, 2001.

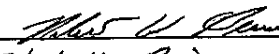
  
JOHN M. McCALL

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this 24<sup>th</sup> day of May, 2001, by John M. McCall, a Florida resident and a member of Myrtle & 41, L.C. He is personally known to me or who has produced N/A as identification.



Robert W Bivins  
My Commission CC725668  
Expires March 18, 2002

  
Robert W. Bivins, Notary Public  
State of Florida  
My Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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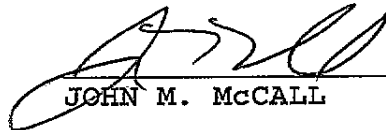
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That MYRTLE & 41, L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, c/o Baycorp Development, Inc., at 520 4th Street North, St. Petersburg, Florida 33701, has named John M. McCall as its agent to accept service of process within the State of Florida.

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 obligations of my position as registered agent.

DATED this 24<sup>th</sup> day of May, 2001.

  
JOHN M. McCALL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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