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ACCOUNT NO. : 072100000032

REFERENCE : 400798 82385A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 7, 2001

ORDER TIME : 12:21 PM

ORDER NO. : 400798-005

CUSTOMER NO: 82385A

CUSTOMER: Gary L. Summers, Esq  
Williams Smith & Summers, P.a.

380 W. Alfred Street

Tavares, FL 32778

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-08/07/01--01059--018  
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DOMESTIC FILING

NAME: DOWNTOWN TAVARES, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133  
EXAMINER'S INITIALS:

*Handwritten initials and signature*

APPROVED AND FILED  
 01 AUG - 7 PM 2:37  
 RECEIVED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 04 AUG - 7 PM 12:55  
 DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF  
DOWNTOWN TAVARES, LLC**

The undersigned hereby certifies that he is the authorized representative of the Members who are forming a limited liability company under Chapter 608, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

**ARTICLE I.  
Name**

The name of the Limited Liability Company shall be Downtown Tavares, LLC.

**ARTICLE II.  
Duration; Effective Date**

This Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.  
Address; Principal office**

The mailing address and the principal office address of the Limited Liability Company is 26600 Ace Avenue, Leesburg, Florida 34748.

**ARTICLE IV.  
Registered Agent and Registered Office**

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

Gary L. Summers  
380 West Alfred Street  
Tavares, Florida 32778

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TALLAHASSEE, FLORIDA

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AND  
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**ARTICLE V.  
Purpose**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this state.

**ARTICLE VI.  
Restrictions of Membership;  
Right to Admit Additional Members**

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the written consent of the members of the Limited Liability Company and must otherwise be in accordance with the operating agreement of this Limited Liability Company.

Admission of new members requires the vote of the members of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company in accordance with the operating agreement of this Limited Liability Company.

The ownership interests and voting rights and interests of the members shall be determined in accordance with the operating agreement of this Limited Liability Company.

**ARTICLE VII.  
Continuation**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business of the Limited Liability Company upon affirmative vote of a majority of the remaining members.

**ARTICLE VII.  
Management**

Management of the Limited Liability Company is reserved to its managing member and is, therefore, a member-managed company. The authority and duties of the managing member shall be as set forth in the operating agreement of the Limited Liability Company. The name and address of the managing member are as follows: John A. Pringle, 26600 Ace Avenue, Leesburg, Florida 34748.

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**ARTICLE IX.  
Operating Agreement**

The members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal the operating agreement, which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

**ARTICLE X.  
Amendment**

These Articles of Organization may be amended by a vote of the members in accordance with the operating agreement of the Limited Liability Company.

The undersigned, being the authorized representative of the initial members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Article of Organization of Downtown Tavares, LLC. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned on August 6, 2001.

AUTHORIZED REPRESENTATIVE OF  
THE MEMBERS

  
Gary L. Summers

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT  
ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of registered agent for Downtown Tavares, LLC, and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 6<sup>th</sup> day of August, 2001.

  
Gary L. Summers

APPROVE  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA