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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Park Village New Orleans LLC

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- ___ Certificate of Good Standing
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**ARTICLES OF ORGANIZATION FOR
PARK VILLAGE NEW ORLEANS, LLC**

This document sets forth Articles of Organization for a limited liability company organized and formed under Florida law and entitled "PARK VILLAGE NEW ORLEANS, LLC" (hereinafter referred to as the "Company").

**ARTICLE I
NAME**

The name of the Company is: **PARK VILLAGE NEW ORLEANS, LLC.**

**ARTICLE II
PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is: 830 Union St., Suite 200, New Orleans, LA 70112

**ARTICLE III
REGISTERED AGENT**

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

**CAPITAL CONNECTION, INC.
417 East Virginia Street, Suite 1
Tallahassee, Florida 32301**

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.

CAPITAL CONNECTION, INC.

By: Stacey Leggett
Registered Agent

Date: 9/14/01

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ARTICLE IV DURATION

The period of duration of the Company shall be: Until December 31, 2051.

ARTICLE V MANAGEMENT

The Company is to be managed by its Members and the name(s) and address(es) of the Managing Member(s) is/are: Lake Charles Naval Stores Co., Inc., a Louisiana corporation, 830 Union St., Suite 200, New Orleans, LA 70112.

ARTICLE VI PURPOSE

The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

1. To acquire ownership of a certain parcels of real property, together with all improvements located thereon, located in the City of Lakeland, Polk County, Florida (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.
3. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE VII CERTAIN PROHIBITED ACTIVITIES

The Company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of First Union National Bank, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Company shall not incur, assume, or guaranty any other indebtedness. The Company shall not dissolve or

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liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity. For so long as the First Mortgage exists on any portion of the Property, the Company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the members of the Company. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these articles of organization may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

ARTICLE VIII INDEMNIFICATION

Any indemnification of the Company's members shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is sufficient to pay such obligations.

ARTICLE IX SPECIAL PROVISIONS

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these articles of organization, the Company shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its members or affiliates and shall allocate fairly and reasonably any overhead for share office space.
2. It shall maintain records and books of account separate from those of any member or affiliate.

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3. It shall observe all limited liability company formalities.
4. It shall not commingle assets with those of any member or affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from any member or affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any member or affiliate.
8. It shall maintain an arm's length relationship with any member or affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationery, invoices and checks separate from any member or affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.
12. It shall hold itself out as an entity separate from any member or affiliate.

For the purpose of this Article IX, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the Company including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the Company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Company, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing. "person"

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means any individual, corporation, partnership, Company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE X DISSOLUTION

To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the Company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property, the Company shall not liquidate the Property without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property. Such holders may continue to exercise all of their rights under the existing security agreements or mortgages until the debt underlying the First Mortgage has been paid in full or otherwise completely discharge.

ARTICLE XI VOTING

When acting on matters subject to the vote of the members, notwithstanding that the Company is not then insolvent, the members and the outside member shall take into account the interest of the Company's creditors as well as those of the members.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Organization
this 14 day of September, 2001.

David A. Kendrick

David A. Kendrick
Attorney and Authorized Agent for
Lake Charles Naval Stores Co., Inc., Member
P.O. Box 425
Bainbridge, GA 31718

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.

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