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September 20, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Mutschler Management, LLC

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☒ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

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NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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ARTICLES OF ORGANIZATION

OF

Mutschler Management, LLC
(a Florida Limited Liability Company)

The undersigned, as an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named **Mutschler Management, LLC**.

ARTICLE I

Name

The name of this Limited Liability Company is: **Mutschler Management, LLC** (the "Company").

ARTICLE II

Address

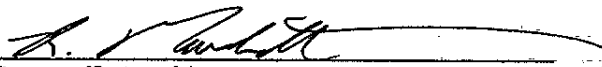
The mailing address and street address of the principal office of the Company is: 3501 W. Vine Street, Suite 352, Kissimmee, Florida 34741.

ARTICLE III

Registered Agent, Registered Office and Registered Agent's Signature

The Florida street address of the initial registered office of this Company is: 201 N. Franklin Street, One Tampa City Center, Suite 2600, Tampa, Florida 33602, and the name of the initial registered agent of the Company at that address is R. Marshall Rainey.

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 as provided for in Chapter 608.F.S.


Signature of Registered Agent

Print Name: R. Marshall Rainey

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ARTICLE IV

Purpose

The Limited Liability Company's (the "Company's") business and purpose shall consist solely of the ownership, operation and management of the property known as La Mirada Plaza located at 3501 West Vine Street, Kissimmee, Osceola County, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE V

Powers and Duties

Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full, without the consent of all members of the Company, the members and managers of the Company shall have no authority to:

- (i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and obligations in the ordinary course of business, or grant consensual liens on the Company's property; except, however, that the Company is hereby authorized to assume the obligations of the grantor/mortgagor under the terms of that certain Consolidated, Amended and Restated Mortgage and Security Agreement (the "Mortgage") on the Property, which first Mortgage is currently held by LaSALLE BANK NATIONAL ASSOCIATION, AS TRUSTEE FOR THE REGISTERED HOLDERS OF DEUTSCHE MORTGAGE & ASSET RECEIVING CORPORATION, COMM 1999-1 COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES (the "Noteholder"), as beneficiary or mortgagee, and other indebtedness expressly permitted therein or in the documents related to the Mortgage, and to grant a mortgage, lien or liens on the Company's Property to secure such Mortgage;
- (ii) dissolve or liquidate the Company;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;
- (iv) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of

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any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;

- (v) amend, modify or alter Articles Four, Five, Six, Seven, Eight or Nine of these Articles; or
- (vi) merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the members and managers of the Company shall have no authority (1) to take any action in items (i) through (vi) above unless such action has been approved by a unanimous vote of the members of the Company, or (2) to take any action in items (i) through (iii) and (v) and (vi) without the written consent of the holder of the Mortgage.

Article VI

Title to Company Property

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

Article VII

Separateness/Operations Matters

The Company shall conduct its business and operations in accordance with the following provisions:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;

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- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities out of its own funds;
- (l) not acquire obligations or securities of its members;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) intend to maintain adequate capital in light of its contemplated business operations; and
- (p) maintain all required qualifications to do business in the state in which the Property is located.

Article VIII

Effect of Bankruptcy, Death or Incompetency of a Member

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and

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the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

Article IX

Controlling Provisions

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, Articles One, Two, Three, Four and Five hereof shall control in the event of any conflict with any contrary provisions hereof or of any other entity governance documents.

IN WITNESS WHEREOF, the undersigned, as authorized representative of a member, has signed these Articles of Organization this 19th day of September, 2001.


Signature of authorized representative of a member

Print Name: R. Marshall Rainey

Title: Authorized Representative

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