

Sent By: HARRISON HENDRICKSON;  
Division of Corporations

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Account Name : HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.  
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**LIMITED LIABILITY COMPANY**

**BS #3, L.L.C.**

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**ARTICLES OF ORGANIZATION**

**FOR**

**BS #3, L.L.C.**

The undersigned, acting as the organizer of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

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**ARTICLE I**

**Name**

The name of the Company is **BS #3, L.L.C.**

**ARTICLE II**

**Commencement Date and Duration**

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall in perpetuity, or until dissolved by its Members in accordance with Section 608.441 of the Act, or the provisions of these Articles. Subject to the foregoing, the Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution, or expulsion of any member, unless the business of the Company is continued by the consent of the remaining members; or
3. By unanimous written agreement of all of the members.

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### ARTICLE III

#### Purposes

The Company is created for the specific purpose of serving as the manager of West Coast Self Storage #2, L.L.C. and matters incidental thereto and in all lawful businesses authorized for a Limited Liability Company pursuant to Section 608.403 of the Act, including without limitation the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying, and otherwise dealing with real and personal property and all such other activities incidental or useful to the foregoing.

### ARTICLE IV

#### Principal Office

The mailing address and the street address for the principal office of the Company shall be 4301 - 32<sup>nd</sup> Street West, Suite D-1, Bradenton, Florida 34205.

### ARTICLE V

#### Registered Agent and Office

The initial registered agent for the Company shall be G. Joseph Harrison and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

### ARTICLE VI

#### Admission of Additional Members

The initial members of the Company shall be set forth in the Operating Agreement adopted by the members. Additional members may be admitted by the unanimous consent of the members.

### ARTICLE VII

#### Continuation of Business

The members may continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member, or upon the occurrence of any other event which terminates the continued membership of a member of the Company.

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**ARTICLE VIII**  
**Management of Business**

The management of the Company is reserved to the members in their capacity as members. The members, through the Operating Agreement, shall designate certain member(s) as the Managing Member(s) and in such event, the Managing Member(s) shall have the powers provided herein and in the Operating Agreement.

**ARTICLE IX**  
**Powers**

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

**ARTICLE X**  
**Property**

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Conveyances. The managing members are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, and documents as are necessary, reasonable, or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managing members if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company, and that the managing member is signing on behalf of the Company. No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

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**ARTICLE XI**  
Amendments

These Articles may be amended or restated at any time by the vote of a majority in interest of the members, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

**ARTICLE XII**  
Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as the members consider necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth in the Operating Agreement, except that the initial form shall be approved by all of the members.

**ARTICLE XIII**  
Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its member managers, and no member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned representative of the members of BS #3, L.L.C. has executed these Articles of Organization this 7<sup>th</sup> day of January, 2002.

  
G. JOSEPH HARRISON

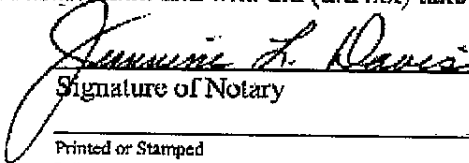
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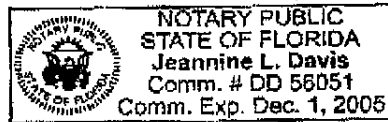
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of January, 2002, by G. JOSEPH HARRISON ☒ who is personally known to me or ☐ who has produced as identification and who did (did not) take an oath.

  
Signature of Notary

Printed or Stamped

My commission expires:



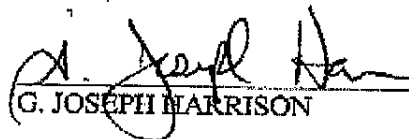
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CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

  
G. JOSEPH HARRISON

Dated: January 7, 2002

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