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To: Division of Corporations
Fax Number : (850) 205-0383

From: **GAIL S. ANDRE**
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF ORGANIZATION AND RETURN A CERTIFICATION AND CERTIFICATE OF STATUS AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

LIMITED LIABILITY COMPANY
COLLEGE STATION RETAIL CENTER, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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Department of State 2/19/2003 3:33 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 19, 2003

2/20/03

LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

MICHELLE, WE INSERTED "MEMBER"
AS MR. SHAKER IS ALSO A
MEMBER OF THE COMPANY.

SUBJECT: COLLEGE STATION RETAIL CENTER, L.L.C.
REF: W03000004940

CAN WE HAVE THE FILING DATE
FEBRUARY 19, 2003, AS IT WAS
SUBMITTED ON THIS DATE. THANKS.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The signature by the "Incorporator" is not acceptable.

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) 245-6967.

Michelle Hodges
Document Specialist

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ARTICLES OF ORGANIZATION
OF
COLLEGE STATION RETAIL CENTER, L.L.C.

The undersigned (the "Members") acting as the organizers of COLLEGE STATION RETAIL CENTER, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is College Station Retail Center, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 232 Mohawk Road, Clermont, Florida 34711.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by co-managers, and the names and addresses of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Joseph E. Zagame, Sr.	230 Mohawk Road, Suite 200 Clermont, Florida 34711
Robert M. Shakar	232 Mohawk Road Clermont, Florida 34711

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing voting Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

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ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Robert M. Shakar, Incorporator, and the street address of the Company's registered agent is 232 Mohawk Road, Clermont, Florida 34711. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Member Interests:

The Company is authorized to issue both voting and nonvoting membership certificates. All membership certificates shall be identical in all respects except the nonvoting membership certificates shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership certificates.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 14th day of February, 2003.

By: Robert M. Shakar
Robert M. Shakar, Member

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**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA:

1. The name of the limited liability company is College Station Retail Center, L.L.C.
2. The name and address of the registered agent and his office are:

Robert M. Shakar
232 Mohawk Road
Clermont, Florida 34711

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.

By: Robert M. Shakar
Robert M. Shaker, Registered Agent

Dated this 14th day of February, 2003.