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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

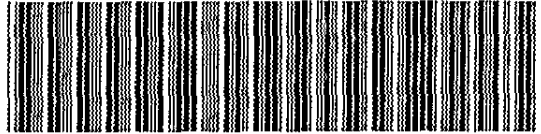
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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MJH

FILED

03 OCT -1 PM 3:57

STATE  
TALLAHASSEE FLORIDA

Michael Smialek  
P.O. Box 33383  
Cleveland, Ohio 44133  
Daytime Phone # 415-377-2825

TO: Florida Department of State

Attached are ~~two~~ Articles of Organization for a Florida Limited Liability Company. I have included one check payable to the Florida Department of State for \$250. This will cover two Filing Fees (\$200) and two Designation of Registered Agent Fees (\$50).

I look forward to your letter of acknowledgment upon your registration of the documents. Please forward this to the above address.

Best Regards,

A handwritten signature in black ink, appearing to read 'Michael Smialek', with a stylized flourish at the end.

Michael Smialek

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Bay Street Properties LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Smialek  
(Name of Person)

(Firm/Company)

P.O. Box 33383  
(Address)

Cleveland, OH 44133  
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Smialek at (415) 377-2825  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

Bay Street Properties LLC

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

#### Principal Office Address:

P.O. Box 33383  
Cleveland, OH 44133

#### Mailing Address:

P.O. Box 33383  
Cleveland, OH 44133

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Michael Smialek  
Name  
3644 Tiger Point Blvd.  
Florida street address (P.O. Box **NOT** acceptable)  
Gulf Breeze FL 32563  
City, State, and Zip

*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.*

  
Registered Agent's Signature

(CONTINUED)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

Immobilare Group Limited Partnership  
P.O. Box 33383  
Cleveland, OH 44133

(Use attachment if necessary)

**NOTE:** An additional article must be added if an effective date is requested.

**REQUIRED SIGNATURE:**



**Signature of a member or an authorized representative of a member.**

(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.)

Michael Smialek -VP

Typed or printed name of signee

**Filing Fees:**

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

## **Additional Provisions**

### **Indemnification**

- A.** The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact the he or she was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actual and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and a manner in which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and a manner in which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.
- B.** Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the company