

OCT-14-03 08:03AM FROM-AkermanSenterfitt

3223737

1-755

P 0005

-561

L03000039179

((H03000295989 3)))

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000295989 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : AKERMAN SENTERFITT - TAMPA
Account Number : I20000000249
Phone : (813) 223-7333
Fax Number : (813) 223-2837

RECEIVED
03 OCT 14 AM 11:43
DIVISION OF CORPORATIONS
FLORIDA

LIMITED LIABILITY COMPANY

Hillcrest Partners, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

RECEIVED
03 OCT 14 AM 8:21
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

VB
10-14-1

((H03000295989 3)))

ARTICLES OF ORGANIZATION

OF

HILLCREST PARTNERS, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I NAME

The name of the Company shall be:

HILLCREST PARTNERS, LLC

ARTICLE II PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE IV ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 1701 South Florida Avenue, Lakeland, Florida 33803.

Prepared and filed by:
Leslie E. Joughin, III, Esq.
Akerman Senterfitt
100 S. Ashley Dr., Ste. 1500
Tampa, FL 33602
Tel No.: (813) 223-7333
Fax No: (813) 223-2837
Florida Bar No. 339385

ARTICLES OF ORGANIZATION OF
HILLCREST PARTNERS, LLC

Page 2 of 4

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is c/o Akerman Senterfitt, Wachovia Center, 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its initial registered agent is Leslie E. Joughin, III, Esq. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VI
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members (the "members"). The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the Operating Agreement.

**ARTICLE VII
OPERATING AGREEMENT**

The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE VIII
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not automatically cease and the Company shall not be dissolved automatically, but only by unanimous consent of the remaining members or otherwise in accordance with the Operating Agreement of the Company.

ARTICLES OF ORGANIZATION OF
HILLCREST PARTNERS, LLC

Page 3 of 4

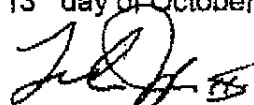
**ARTICLE IX
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of Hillcrest Partners, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Operating Agreement of the Company, consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned Authorized Representative has executed these Articles of Organization this 13th day of October, 2003.



Leslie E. Joughin, III, Esq., Authorized
Representative

FILED
03 OCT 14 AM 11:43
CLERK OF DISTRICT COURT
IN ARIZONA, FLORIDA

QCT-14-23 08:04AM FROM-AkermanSenterfitt

18132232837

T-755 P 05/05 F-561

((H03000295989 3)))

ARTICLES OF ORGANIZATION OF
HILLCREST PARTNERS, LLC

Page 4 of 4

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Hillcrest Partners, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 13th day of October, 2003.



Leslie E. Joughin, III, Esq.

03 OCT 14 AM 11:43
FILED
AND
RECORDED