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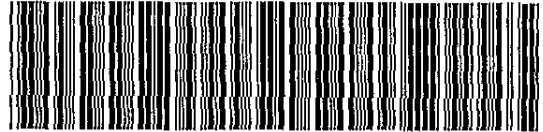
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## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Avalon Real Estate Development, 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:

Ed Bergin  
(Name of Person)

Avalon Real Estate Development LLC  
(Firm/Company)

1111 Bayshore Blvd E-1  
(Address)

Cleawata, FL 33759  
(City/State and Zip Code)

For further information concerning this matter, please call:

Allan Andersen at ( 813 ) 493-8822  
(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  
OF  
AVALON REAL ESTATE DEVELOPMENT, LLC

The undersigned persons, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I

The name of the company (hereinafter referred to as the "Company") is:  
AVALON REAL ESTATE DEVELOPMENT, LLC.

ARTICLE II

The duration of the Company shall be thirty (30) years.

ARTICLE III

The Company is formed for the following purposes:

1. Investing in real estate properties.
2. To take any and all actions and complete any and all business undertakings, and to provide any and all services to various industries, as the same are deemed permissible under Florida law.

ARTICLE IV

The address of the Company's principle place of business shall be and the mailing address for the corporation shall be: 1111 Bayshore Blvd. Suite E-1 Clearwater, Fl. 33759. The mailing address for the registered agent shall be the same address as stated above and the registered agent at such address is Edward J. Bergin.

ARTICLE V

The total contribution of cash to the Company shall be \$1,000.00. Additional contributions, if any, may be made to the Company, as may be agreed upon by the Members from time to time.

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#### ARTICLE VI

There shall be no right to admit new members to the Company; provided, however, new members may be admitted to the Company and the membership interests may be transferred if the prior written consent of all members is obtained for any such admission or transfer.

#### ARTICLE VII

The Company will immediately dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member; provided, however, no such dissolution shall occur if all remaining members consent to a continuation of the Company.

#### ARTICLE VIII

The Company shall be managed by its members, whose names and addresses are set forth below:

MGRM Edward J. Bergin 1111 Bayshore Blvd. E-1 Clearwater, Fl. 33759  
MGR Allan B. Andreasen 5517 Van Dyke Road Lutz, Fl. 33558

#### ARTICLE IX

The effective date of this Company shall be April 7, 2004 (which date is not more than five business days from the actual filing of these Articles of Organization with the Secretary of the State of Florida).

IN WITNESS WHEREOF, these Articles of Organization have been signed this 7th day of April, 2004.

  
Allan B. Andreasen

State of Florida  
County of Jackson

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April, 2004, by Allan B. Andreasen who is personally known to me and who did not take an oath.



Gail M. Hill  
Notary Public State of Florida

The undersigned, familiar with the duties and responsibilities as agent, hereby accepts designation as Registered Agent of the Company.

Edward J. Bergin  
Edward J. Bergin