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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
S.R.P. III L.L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be S.R.P. III L.L.C. ("Company"), the principal place of business of the Company in Florida shall be 3303 Thomasville Road, Suite 201, Tallahassee, FL 32308.

**ARTICLE II
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The existence of the Company shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III
PURPOSES, OBJECTS AND POWERS**

- A. Purposes: The Company is organized and shall be operated for the following purposes:
1. To acquire, hold, sell, develop and construct commercial properties.
- B. Objects: The objects and goals of this Company are:
1. To undertake any other proper goal or object relating to development of real property not inconsistent with the express purposes of this Company.
- B. Powers: The powers of this Company are:
1. This Company shall have all the powers now or hereafter conferred by Florida law upon limited liability corporations, including the power to borrow funds for development purposes and including all powers necessary or convenient to affect any or all of this company's purposes subject only to the

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limitations as are or may be prescribed by law and these Articles of Organization.

2. To accept, acquire, receive, take and hold by request, devise, grant, gift, purchase, exchange, lease, transfer, by judicial order or otherwise to dispose of any such property, both real and personal of whatever kind, nature or description and wherever situated.
3. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Company may require, subject to such limitations as may be prescribed by law.
4. To open bank accounts, designate signators, to borrow money, and, from time to time, to make, accept, endorse, execute, and issue promissory notes and other obligations of the company, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights and privileges of the company wherever situated, whether now owned or hereafter to be acquired.
5. To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages, or in such other visible investments, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.
6. In general, to exercise such other powers which now are or hereafter may be conferred by law upon a limited liability company organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject only to such limitations as are or may be prescribed by law, and these Articles of Organization.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is:

Lawrence R. Hartung
Coldwell, Banker, Hartung & Associates
3303 Thomasville Road – Suite 201
Tallahassee, FL 32308

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**ARTICLE V
MEMBERS AND CAPITAL CONTRIBUTIONS**

The members of the Company identified below shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Lawrence R. Hartung	25%
Steve E. Allen	25%
William J. Roberts	25%
Charles B. Mitchell III	25%

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**ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all members.

**ARTICLE VII
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

In the event of death of a member, the Company shall have the right but not the obligation to purchase the interest of the deceased member. The purchase price shall be determined by an independent appraisal and shall be paid as mutually agreed upon. If the company determines not to purchase the interest of the deceased member, the beneficiaries shall be entitled to all benefits inuring to the other members but shall have no right to participate in the management and affairs of the company.

**ARTICLE VIII
MANAGEMENT BY MEMBER**

The Company shall be managed by a member, and the name and address of the member is:

Lawrence R. Hartung
Coldwell, Banker, Hartung & Associates
3303 Thomasville Road – Suite 201
Tallahassee, FL 32308

MANAGING MEMBERS

As managing member, Lawrence R. Hartung is specifically authorized to sign all documents on behalf of the members of the LLC and bind the LLC in all matters required by any financial institution, tenant, contractor or other document reasonably necessary or desirable for operation of the LLC. Each member waives formal requirements, including necessity of notice of formal or informal meeting.

The original members of the Company agree to the above delegation to Lawrence R. Hartung as managing member.

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of S.R.P. III L.L.C. as registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


LAWRENCE R. HARTUNG

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this ____ day of _____, 2007.


LAWRENCE R. HARTUNG


STEVE E. ALLEN


WILLIAM J. ROBERTS


CHARLES B. MITCHELL III

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