

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To:

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

From:

Account Name : MORAN & SHAMS, P.A.  
Account Number : I200000000003  
Phone : (407)841-4141  
Fax Number : (407)841-4148

## LIMITED LIABILITY COMPANY

MANAGEMENT ASSOCIATED PROPERTIES, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION  
OF  
MANAGEMENT ASSOCIATED PROPERTIES, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I

Name. The name of the limited liability company shall be MANAGEMENT ASSOCIATED PROPERTIES, LLC. ("Company").

ARTICLE II

Address. The mailing address and street address of the principal office of the Company shall be 804 Golfpark Drive, Celebration, Florida 34747.

ARTICLE III

Duration. The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the operating agreement of the Company.

ARTICLE IV

Initial Registered Office and Agent. The street address of the initial registered office of the Company is 111 North Orange Avenue, Suite 1200, Orlando, FL 32801 and the name of the initial registered agent of the Company at that address is THOMAS P. MORAN.

ARTICLE V

Management. The Company shall be managed by Wayne and Judy Heller.

ARTICLE VI

Member's Right to Continue Business. The remaining members of the limited liability company shall not have any right(s) to continue the business on 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, unless expressly consented to in writing by all of the members including the disassociating member.

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ARTICLE VII

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Operating Agreement and Regulations. Any Operating Agreement and Regulations (as defined in Section § 608.402 of the Act), relating to this Limited Liability Company must be in writing and signed by all of the Members. The Members shall have the power to adopt, alter, or repeal the operating agreement and regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the Limited Liability Company.

ARTICLE VIII

Limitation on Agency Authority of Members. Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida this 15 day of June, 2004

  
THOMAS P. MORAN  
Authorized Representative

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS P. MORAN, to me personally known to be the person described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of June, 2004.

  
NOTARY PUBLIC



June M. Eckert  
MY COMMISSION # CC97456 EXPIRES  
May 30, 2005  
BONDED THRU TROY TAYLOR INSURANCE INC

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

2004 JUN 15 A 10:13

**MANAGEMENT ASSOCIATED PROPERTIES, LLC**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE  
UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT ACCEPTING APPOINTMENT  
AS REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is MANAGEMENT ASSOCIATED PROPERTIES, LLC.
2. As designated in the Articles of Organization filed with this certificate, the name and the Florida street address of the registered agent is:  
  
THOMAS P. MORAN  
111 North Orange Avenue, Suite 1200  
Orlando, Florida 32801
3. The street address of the registered office and the street address of the business office of the registered agent are identical.

*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.*

  
THOMAS P. MORAN

June 15, 2004

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