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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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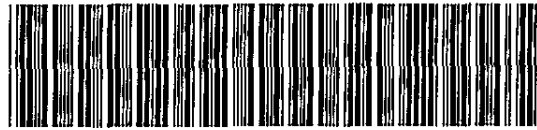
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

07/02/04

07/08/04--01034--012 \*\*155.00

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2004 JUL -8 AM 8:29  
JULIEN CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JUL 13 2004

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 315 Business Park 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:

William L. Thompson, Jr., Esquire  
(Name of Person)

William L. Thompson, Jr., P.A.  
(Firm/Company)

1590 Island Lane, Suite 26  
(Address)

Orange Park, FL 32003  
(City/State and Zip Code)

For further information concerning this matter, please call:

William L. Thompson, Jr. at ( 904 ) 269-4841  
(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

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
315 BUSINESS PARK LLC**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of setting forth Articles of Organization of 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**

**EFFECTIVE DATE**

07/02/04

The name of the limited liability company is "315 Business Park LLC" (the "Company").

**ARTICLE II**

**FILING OF ARTICLES OF ORGANIZATION**

The effective date of the Company shall be July 2, 2004.

**ARTICLE III**

**PURPOSES AND POWERS**

The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain parcels of real property, together with all improvements located thereon, located in Clay County, Florida (the Property).
2. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes set forth above.

The Company shall not commingle its assets with those of any other entity.

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## ARTICLE IV

### PRINCIPAL OFFICE

The mailing and street address of the principal office of the Company is 3171 River Road, Green Cove Springs, FL 32043.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The address of the registered office of the Company in the State of Florida as set forth in the Articles of Organization is 3613 Magnolia Point Blvd., Green Cove Springs, FL 32043. The name of the registered agent of the Company at such address is **Van Royal**. These matters have not changed. The registered agent has in the Articles of Organization accepted the obligations of registered agent, which shall continue.

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

The capital contributions of a member of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. A promise by a member to contribute to the capital of the Company shall not be enforceable unless it is set out in writing and signed by the member. The obligation of a member of the Company to make a contribution may be compromised only by the written consent of all other members of the Company.

## ARTICLE VII

### Operating Agreement

The members of the Company may enter into an Operating Agreement not inconsistent with these Articles of Organization for the operation of the Company and define the rights and obligations of the members of the Company. The Operating Agreement may be adopted by all then existing members of the Company, and all subsequent members of the Company shall be bound by and subject to any Operating Agreement. The Operating Agreement to be effective shall be in writing and shall not be amended or modified except by a written instrument signed by all then existing members. If an Operating Agreement is not entered into among the members, these Articles of

Organization and Chapter 608, Florida Statutes, shall govern the affairs of the Company and its members.

## ARTICLE VIII

### ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members and set forth in the Operating Agreement of the Company. A member may transfer his, her or its interest in the Company as set forth in the Operating Agreement of the Company, or if there is no Operating Agreement as allowed by law, 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, her or its interest approve of the proposed transfer by unanimous written consent.

## ARTICLE IX

### MANAGEMENT

The Company shall be a manager managed company and managed by one Manager. Any third party can rely on the authority of the one Manager to act on behalf of the Company without limitation unless such third party has actual knowledge to the contrary. The Operating Agreement may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or these Articles of Organization, but such provisions shall not be binding on third parties unless they are provided a copy of such Operating Agreement, third parties being instead entitled to rely exclusively on these Articles of Organization.

The original Managing Member is:

Name

Address

K & V Investment Group, Inc.

3613 Magnolia Point Blvd.  
Green Cove Springs, FL 32043

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## ARTICLE X

### MEMBERS

The original Member is K & V Investment Group, Inc., 3613 Magnolia Point Blvd., Green Cove Springs, FL 32043. The Operating Agreement of the Company shall be signed by all Members and be binding on all Members.

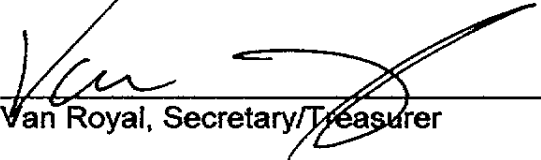
## ARTICLE XI

### AMENDMENT

The Manager of the Company shall amend these Articles of Organization when there is a change in the name of the Company, there is a false or erroneous statement herein, there is a change in the time as stated in the Articles of Organization for the dissolution of the Company, or the Members desire to make a change in any other statement in these Articles of Organization in order for them to accurately represent the agreement between the Members. If the Articles of Organization are amended to accurately represent the agreement between Members, such amendment shall be adopted by a majority of the membership interest of the Members of the Company based upon each Member's pro rata share of profits and losses of the Company. The execution of an amendment to these Articles of Organization by the Members of the Company shall be conclusive evidence that the amendment has been properly authorized by the Members.

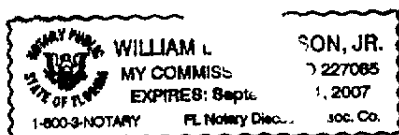
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Amended and Restated Articles of Organization of 315 Business Park LLC, for the foregoing uses and purposes as of the 2<sup>nd</sup> day of July, 2004.

K & V INVESTMENT GROUP, INC.

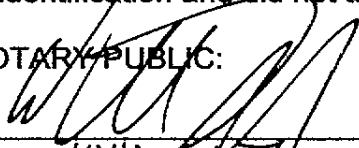
  
Van Royal, Secretary/Treasurer

STATE OF FLORIDA  
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of July, 2004, by Van Royal, Secretary/Treasurer of K & V Investment Group, Inc., as the sole member of 315 Business Park LLC. He [ x ] is personally known to me or [ ] has produced \_\_\_\_\_ as identification and did not take an oath.



NOTARY PUBLIC:

  
Name William L. Thompson, Jr.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
315 BUSINESS PARK LLC

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon 315 BUSINESS PARK LLC, a limited liability corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3613 Magnolia Point Boulevard, Green Cove Springs, Florida 32043.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this 7<sup>th</sup> day of July, 2004.

  
\_\_\_\_\_  
Print Name: Van Royal  
Registered Agent

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