

L04000080340

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GUNSTER, P.A.

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Division of Corporations

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LIMITED LIABILITY AMENDMENT

SABAL, LLC

Certificate of Status	0
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FAX AUDIT NO.: HO4000229790

**ARTICLES OF CORRECTION  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
SABAL, LLC**

Pursuant to section 608.4115, of the Florida Statutes, the undersigned Authorized Representative of the Sole Member of Sabal, LLC, a Florida limited liability company filed on November 4, 2004 under document number L04000080340 (the "Company"), hereby submits these Articles of Correction to correct the attached Articles of Organization for the Company.

It is hereby certified that:

1. The name of the Company is Sabal, LLC.
2. The Articles of Organization contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

"Article IV  
Management

This Company shall be manager managed. The number of managers may be increased or diminished from time to time by the Members. The manager(s) shall be appointed by the Members and shall serve until the first annual meeting of the Members, or until their successors are elected and qualified."

This statement is incorrect as the Company is to be member managed. The correct statement is:


"Article IV  
Management

This Company shall be managed by the Members in accordance with the Regulations and Operating Agreement of the Company."

IN WITNESS WHEREOF, the undersigned Authorized Representative of the Company has executed these Articles of Correction as of the 16<sup>th</sup> day of November, 2004.

  
MARK J. SCHEER, ESQ.,  
Authorized Representative

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Organization of SABAL, LLC, a limited liability company organized under the laws of the state of Florida, filed on November 4, 2004, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H04000220877. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this limited liability company is L04000080340.

Authentication Code: 104A00063550-110504-L04000080340-1/1



Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Fifth day of November, 2004

*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State

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**ARTICLES OF ORGANIZATION  
OF  
SABAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

**Article I**  
**Name**

The name of the limited liability company is SABAL, LLC (the "Company").

**Article II**  
**Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**Article III**  
**Nature of Business and Mailing Address**

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

**Article IV**  
**Management**

This Company shall be manager managed. The number of managers may be increased or diminished from time to time by the Members. The manager(s) shall be appointed by the Members and shall serve until the first annual meeting of the Members, or until their successors are elected and qualified.

**THIS INSTRUMENT PREPARED BY:**

Mark J. Scheer, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Tel: (305) 376-6040  
Florida Bar No.: 0710430

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Article V  
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article VI  
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Regulations and Operating Agreement.

Article VII  
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VIII  
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; or

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(2) recklessness or an act or omission which was committed with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

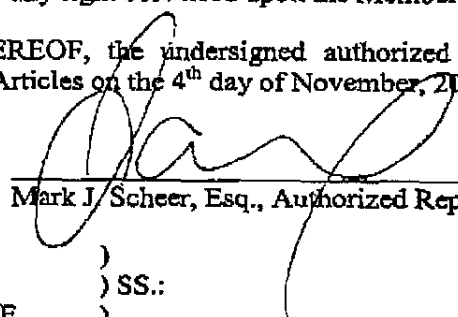
A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article IX  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial member has executed these Articles on the 4<sup>th</sup> day of November, 2004.


  
Mark J. Scheer, Esq., Authorized Representative

STATE OF FLORIDA

) SS.:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of November, 2004, by Mark J. Scheer, Esq., who is personally known to me.

  
Notary Public, State of Florida at Large  
My Commission Expires:



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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By:

  
Mark J. Scheer, President

Dated: November 4, 2004

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