

11/04/2004

17:53

CCRS → 2050383

NO.624

001

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000220888 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0399.31494

LIMITED LIABILITY COMPANY

PROCTOR ROAD ASSOCIATES, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$130.00

Electronic Filing Menu

Corporate Filing

Public Access Help

04 NOV 05 PM 12:18

RECEIVED
DIVISION OF CORPORATIONS

H04000220888 3

**Proctor Road Associates, L.L.C.,
a Florida Limited Liability Company**

Articles of Organization

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida Act.

ARTICLE I

Name of LLC

The name of the limited liability company is Proctor Road Associates, L.L.C..

ARTICLE II

Address of Principal Place of Business

The mailing address and street address of the company's principal place of business in this state is 1345 Main Street, Suite C-2, Sarasota, Florida, 34236

ARTICLE III

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of the Limited Liability company are:

NAME

ADDRESS

John A. Moran, Esquire

22 South Links Avenue, Suite 300
Sarasota, Florida, 34236

04 NOV -5 PM 12:18

RECEIVED
FILED IN 1345 MAIN STREET
SARASOTA, FLORIDA

H04000220888 3

H04000220888 3

ARTICLE IV**Name and Address of Each Organizer**

The name and business address of each organizer is:

<u>NAME</u>	<u>ADDRESS</u>
Stephen W. Dore	1345 Main Street, Suite C-2 Sarasota, Florida 34236
Cary A. Spicuzza	1701 N. Washington Blvd. Sarasota, FL 34234

ARTICLE V**DURATION**

The date and time when the existence of the limited liability company shall commence shall be the date of filing of these Articles with the Department of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI**Form of Management**

The management of Proctor Road Associates, L.L.C. shall be vested pursuant to the Operating Agreement in one or more managers, who shall be appointed by the members and who shall have the exclusive right to control and manage the company. The names and street addresses of the members are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen W. Dore	1345 Main Street, Suite C-2 Sarasota, Florida 34236
Cary A. Spicuzza	1701 N. Washington Blvd. Sarasota, FL 34234

H04000220888 3

04 NOV -5 PM 12:18
DIVISION OF CORPORATE AFFAIRS
STATE OF FLORIDA

H04000220888 3

Proctor Road Associates, L.L.C.
Articles of Organization

ARTICLE VI

Voting

Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is allowed. With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

ARTICLE VII

Company Actions

(a) Any action required by the State of Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the State of Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

(d) Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

ARTICLE VIII

Indemnification

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as

04 NOV -5 PM12:18

SECRET
DIVISION OF CORPORATE AFFAIRS

H04000220888 3

H04000220888 3

**Proctor Road Associates, L.L.C.
Articles of Organization**

against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

ARTICLE IX

Purpose

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida, including, but not limited to, the following:

(a) To carry on any business or any other legal or lawful activity allowed by law;

(b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;

(c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;

H04000220888 3

04 NOV -5 PM 12:18

SECRET
DIVISION OF RECORDS

H04000220888 3

**Proctor Road Associates, L.L.C.
Articles of Organization**

(d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE X

Right To Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in Proctor Road Associates, L.L.C. the remaining members have the right under the Operating Agreement to continue the business of Proctor Road Associates, L.L.C..

ARTICLE XI

Treatment as Partnership

Proctor Road Associates, L.L.C. is intended to be treated as a partnership for purposes of federal income taxation.

ARTICLE XII

Certificate of Membership; Transferability of Certificate

A member's interest in Proctor Road Associates, L.L.C. may be evidenced by a certificate of membership interest signed by two members designated by the Company, which may be assigned or transferred. The right to assign or transfer a member's interest in Proctor Road Associates, L.L.C. is limited by the provisions of the Operating Agreement.

ARTICLE XIX

Capital and Additional Members

Members shall be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

04 NOV -5 PM 12:18

STATE OF FLORIDA
DIVISION OF CORPORATE FILINGS

H04000220888 3

11/04/2004

17:53

CCRS 2050383

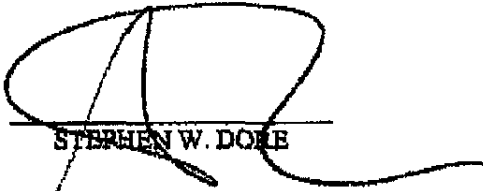
NO. 624

007

H04000220888 3

Proctor Road Associates, L.L.C.
Articles of Organization

IN WITNESS WHEREOF, we have hereunto set our hands on THIS 4th DAY OF NOV, 2004.


STEPHEN W. DOLE


CARY A. SPICUZZA

STATE OF TEXAS
DIVISION OF CORPORATIONS
04 NOV -5 PM 12:18

H04000220888 3

11/04/2004

17:53

CCRS → 2050383

NO.624

008

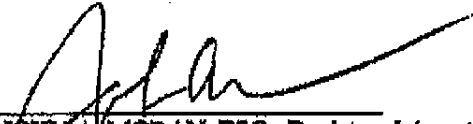
H04000220888 3

Proctor Road Associates, L.L.C.
Articles of Organization

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for Proctor Road Associates, L.L.C., at the place designated in the Articles, 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.

11/4/04
Date


JOHN A. MORAN, ESQ., Registered Agent
22 South Links Avenue, Suite 300
Sarasota, FL 34236

REM0007903-11Proctor Road Associates LLC articles of organization.doc

04 NOV -5 PM 12:18

RECEIVED
DIVISION OF CORPORATE AFFAIRS