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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
Hillsdale
HILLSIDE CAPITAL PARTNERS, LLC

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ARTICLES OF ORGANIZATION
OF
HILLSDALE CAPITAL PARTNERS, LLC

The undersigned hereby submit these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

- 1. The name of the limited liability company is **HILLSDALE CAPTTAL PARTNERS, LLC.**
- 2. The mailing address and street address of the principal office of the company shall be 7117 Pelican Bay Blvd., # 206, Naples, FL 34108.
- 3. The name and address of each organizer executing these Articles of Organization are:

Robert W. Browning, Jr.
One North Tuttle Ave.
Sarasota, FL 34237

- 4. The name and address of the initial registered office of the limited liability company in the State of Florida is Robert W. Browning, Jr., One North Tuttle Ave., Sarasota, FL 34237.
- 5. These articles will become effective upon filing with the Florida Department of State.
- 6. The duration of the limited liability company shall be perpetual until dissolved in accordance with the laws of the State of Florida.
- 7. The limited liability company is to be managed by a Manager elected by the Members of the limited liability company.
- 8. No third party shall become a member without the unanimous written consent of the managing members.


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9. No person who is serving or who has served as a manager of the limited liability company shall be personally liable to the limited liability company or any of its members for monetary damages for breach of duty as a manager, except for liability with respect to (i) acts or omissions that the manager at the time of such breach knew were clearly in conflict with the interests of the limited liability company, (ii) any transaction from which the manager derived an improper personal benefit, or (iii) acts or omissions with respect to which the Florida Limited Liability Company Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a manager's reasonable compensation or other reasonable incidental benefit for or on account of his service as a manager, employee, independent contractor, attorney or consultant of the limited liability company. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

Executed this 10th day of January, 2005.


Robert W. Browning, Jr.

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 10th day of January, 2005, by Robert W. Browning, Jr., who personally appeared before me and is personally known to me.

Notary Public, State of Florida

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of HILLSDALE CAPITAL PARTNERS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.



Robert W. Browning, Jr.

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