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DIVISION OF CORPORATION

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SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 177174 81599A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 125.00

FILED
05 FEB - 1 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 1, 2005

ORDER TIME : 10:30 AM

ORDER NO. : 177174-005

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq
Ossinsky & Cathcart, P.a.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: THE SHOPPES OF TUSKAWILLA,
L.L.C.

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
THE SHOPPES OF TUSKAWILLA, L.L.C.**

FILED
05 FEB -1 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, do hereby certify as follows:

**ARTICLE I
NAME**

The name of the limited liability company is THE SHOPPES OF TUSKAWILLA, L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is: 1969 South Alafaya Trail, #338, Orlando, FL 32828.

**ARTICLE III
DURATION**

The period of duration of the Company will be from the date of the filing of these Articles of Organization until dissolution.

**ARTICLE IV
MANAGEMENT**

The Company will be managed by Members. The initial Members (the "Members") of the Company will be:

Frank Silverman

9720 Covenant Gardens Drive
Orlando, FL 32827

Sergio VonSchmiling

1680 Oakhurst Avenue
Winter Park, FL 32789

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted to the Company upon the approval of all Members.

ARTICLE VI
REGULATIONS AND OPERATING AGREEMENT

The management and affairs of the Company will be conducted in accordance with the Operating Agreement of the Company adopted by the Members, as the same may from time to time be amended in accordance with the terms thereof.

ARTICLE VII
**TERMINATION OF MEMBERSHIP
AND CONTINUATION OF BUSINESS**

The Company will not be dissolved upon the retirement, resignation or expulsion of a Member, or any other occurrence which terminates Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

ARTICLE VIII
PURPOSE

The Company is organized solely to purchase, acquire, buy, sell, own, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in and with the ownership and management of real property ("Property") and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose.

ARTICLE IX
TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar, as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.


ARTICLE X
**EFFECT OF BANKRUPTCY,
DEATH OR INCOMPETENCE OF A MEMBER**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetence of a Member will not cause the termination or dissolution of the Company and the business of the Company will continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member will have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Units (as defined in the Operating Agreement) will be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.


ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1969 South Alafaya Trail, #338, Orlando, FL 32828, and the name of the initial registered agent of the Company is Christopher C. Cathcart, Esquire, 210 North Wymore Road, Winter Park, FL 32789.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 28th day of January, 2005.



~~FRANK SILVERMAN, Member~~



SERGIO VONSCHMILING, Member

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

Pursuant to the provisions of Section 608.415, *Florida Statutes*, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: THE SHOPPES AT TUSKAWILLA, L.L.C.
2. The name and the Florida street address of the registered agent and office are:

Christopher C. Cathcart
210 North Wymore Road
Winter Park, FL 32789


FRANK SILVERMAN, Member


SERGIO VONSCHMILNG, Member

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.

Dated this 5 day of January, 2005


CHRISTOPHER C. CATHCART