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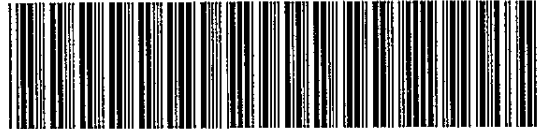
(Business Entity Name)

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TALLAHASSEE, FLORIDA

JP
2-9-05

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Zafar Holdings South, 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:

Michael D. Cross, Jr.
(Name of Person)

Briskin & Associates, L.C.
(Firm/Company)

1001 Cambridge Square, Suite D
(Address)

Alpharetta, Georgia 30004
(City/State and Zip Code)

For further information concerning this matter, please call:

Micheal D. Cross, Jr. at (770) 410-1555
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|---|---|---|---|

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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**ARTICLES OF ORGANIZATION
OF
ZAFAR HOLDINGS SOUTH, LLC**

The undersigned, acting as organizer of Zafar Holdings South, LLC, under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said Limited Liability Company:

I. NAME OF COMPANY

The name of the limited liability company is Zafar Holdings South, LLC (the "Company").

II. PRINCIPAL PLACE OF BUSINESS

The Company's principal place of business and mailing address is at the address as follows:

3475 Lenox Road, Suite 400
Atlanta, GA 30326

III. REGISTERED OFFICE AND AGENT

The name and address of the Company's registered agent in Florida is as follows:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

IV. ACCEPTANCE OF APPOINTMENT

Being an authorized representative of the above-named registered agent to accept service of process for Zafar Holdings South, LLC at the place designated in this certificate, I am familiar with and C T Corporation System accepts the appointment as registered agent and agrees 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 as provided for in Chapter 608, Florida Statutes.

By: 
Print Name:
Title: **Allan Farnell, Vice President**

Date: 1/31/05

V. NAME AND ADDRESS OF MANAGING MEMBER

The name and address of the Company's managing member is:

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Lionel Zafar
3475 Lenox Road, Suite 400
Atlanta, GA 30326

VI. PERIOD OF DURATION

The Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue until the Company is dissolved and its affairs wound up in accordance with the terms of the Company's Operating Agreement or the Florida Limited Liability Company Act.

VII. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Florida Limited Liability Company Act.

VIII. ORGANIZER

The Organizer of the Company is as follows:

Alan M. Briskin
BRISKIN & ASSOCIATES, L.C.
1001 Cambridge Square, Suite D
Alpharetta, GA 30004

IX. INDEMNIFICATION

Each person who is or was a member or manager of the Company, and each person who is or was a member or manager of the Company who at the request of the Company is serving or has served as an member, manager, partner, joint venturer or trustee of another company, corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Company against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Company under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his or her being or having been a member or manager of this Company or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

In any instance where the laws of the State of Florida permit indemnification to be provided to persons who are or have been a member or manager of the Company or who are or have been an officer, director, member, manager, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Company shall promptly cause such determination to be made (i) by the members by majority vote of the ownership interest of members not at the time parties to the proceeding; or (ii) by special legal counsel selected by the members in the manner prescribed in (i).

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As a condition to any such right of indemnification, the Company may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Company and at the expense of the Company.

The Company may purchase and maintain insurance on behalf of any such persons whether or not the Company would have the power to indemnify such members or managers against any liability under the laws of the State of Florida. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by members or by an insurance carrier, the Company shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Florida.

X. VOTING

Except as otherwise set forth in a written operating agreement, each Member of the Company shall have the right to vote on matters upon which Members are entitled to vote pursuant to the Florida Limited Liability Company Act in proportion to that Member's ownership interest in the Company.

XI. ACTION WITHOUT MEETING

Action required or permitted to be taken at a meeting of the Members of the Company may be taken without a meeting if the following conditions are met:

(i) The action was taken by Members that would have been entitled to vote at a duly called meeting; and

(ii) The action must be approved by Members of the Company holding a minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members of the Company entitled to vote were present and voted.

IN WITNESS WHEREOF, the undersigned attorney for and organizer of Zafar Holdings South, LLC has executed these Articles of Organization for Zafar Holdings South, LLC. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Alan M. Briskin

Date: 1/27/04

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