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T. Brumbley APR 4 2005

**REILLY INTERNATIONAL LAW FIRM, P.A.**

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Haines City, FL 33845 USA  
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**Andrew R. Reilly**  
Admitted to practice in Florida.

**Fred Reilly**  
Admitted to practice in California,  
Florida and as an English Solicitor.

March 25, 2005

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Federal Express (850) 488-9000

Re: Articles of Organization - Hudson Pasco Partners LLC

Dear Sir,

Enclosed for filing are the following:

1. Two (2) copies of Articles of Organization of Hudson Pasco Partners LLC.
2. Certificate of Registered Agent/Registered Office.

Upon filing the Articles of Organization, please furnish me a certified copy of the Articles. A return Federal Express envelope is enclosed for that purpose. Also enclosed is our firm check in the amount of \$140.00 to cover the following fees:

a. Filing Fee for Articles	\$52.50
b. Filing Fee for Registered Agent Designation	\$35.00
c. Certified Copy of Articles Fee	<u>\$52.50</u>
Total	\$140.00

Very truly yours

Fred Reilly

cc: John H. Marling (w/encl.)

SecState03232005(05F201-21)

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SECRET  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
HUDSON PASCO PARTNERS LLC**

The undersigned acting as the organizer of Hudson Pasco Partners LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

**ARTICLE I – Name:**

The name of the limited liability company is Hudson Pasco Partners LLC (the “Company”).

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the limited liability company is 209 Town Center Boulevard, Davenport, FL 33896.

**ARTICLE III – Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV – Management:**

The Company is to be managed by a Manager or Managers appointed in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE V – Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous consent of all then existing Members of the Company.

**ARTICLE VI – Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.

**ARTICLE VII – Initial Registered Agent and Office:**

The initial registered agent for the Company shall be John H. Marling and the street address of the Company’s initial registered office is 209 Town Center Boulevard, Davenport, FL 33896.

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CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF HIGHLAND  
FLORIDA

**ARTICLE VIII – Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IX – Indemnification:**

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company (“Indemnitee”), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

**ARTICLE X – Continuation of Business:**

Unless dissolved in accordance with the Company’s Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization as of this 25<sup>th</sup> day of March, 2005.

  
John H. Marling, Authorized Representative

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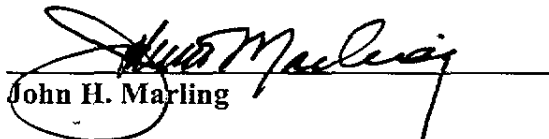
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **HUDSON PASCO PARTNERS LLC**.
  
2. The name and address of the registered agent and office is:

**John H. Marling  
209 Town Center Boulevard  
Davenport, Florida 33896**

**Having been designated as the Registered Agent for Hudson Pasco Partners LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 608, Florida Statutes.**

  
John H. Marling

Dated this 25<sup>th</sup> day of March, 2005.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA