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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY  
MITCHELL DEVELOPMENT VENTURE, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$160.00

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H05000157002 3

**ARTICLES OF ORGANIZATION  
OF  
MITCHELL DEVELOPMENT VENTURE, LLC**

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be:

**MITCHELL DEVELOPMENT VENTURE, LLC**

**ARTICLE II**

**PERIOD OF DURATION**

The limited liability company shall have perpetual existence.

**ARTICLE III**

**PURPOSES**

The nature of the business and the purposes to be conducted and promoted by the limited liability company is to engage in the following activities:

- (a) To acquire from Charles R. Mitchell and Margaret J. Mitchell, certain parcels of real property, together with all improvements located thereon, in Hillsborough County, Florida (the "Property").
- (b) To own, hold, sell, assign, transfer, operate, lease, mortgage, develop, pledge and otherwise deal with the Property.
- (c) To exercise all powers enumerated in Chapter 608, Florida Statutes, necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

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H05000157002 3

H05000157002 3

## ARTICLE IV

### GENERAL POWERS

The limited liability company shall have the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with the Property or any personal property.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of the Property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rate of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of the Property, or its assets.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

H05000157002 3

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H05000157002 3

- (k) Cease its activities and surrender its Certificate of Organization.
- (l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.
- (m) Transact any lawful business, which the members or the managers find to be in aid of governmental policy.
- (n) Pay pensions and established pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.
- (o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- (p) Have and exercise all other powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### ADDRESS AND PLACE OF BUSINESS

The mailing address of the limited liability company is 2926 Hawthorne Road, Tampa, Florida 33611 and the place of business in Florida for the limited liability company is 2926 Hawthorne Road, Tampa, Florida 33611.

#### ARTICLE VI

##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 2926 Hawthorne Road, Tampa, Florida 33611, and the name of its initial registered agent is Jeffery S. Hills. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

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H05000157002 3

H05000157002 3

**ARTICLE VII****ADDITIONAL CONTRIBUTIONS**

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

**ARTICLE VIII****MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of the members.

**ARTICLE IX****OWNERSHIP**

All of the ownership interests of the limited liability company shall be owned by the members of the limited liability company. The name and current address of the initial members and their initial ownership interest in the limited liability company are as follows:

40%	Frank Paul Ripa, as Trustee of the Frank Paul Ripa Revocable Trust 10149 Fisher Avenue Tampa, Florida 33619-7843
50%	Jeffery S. Hills 2926 Hawthorne Road Tampa, Florida 33611
10%	Ripa & Associates, Inc. 10149 Fisher Avenue Tampa, Florida 33619-7843

**ARTICLE X****CONTINUITY OF BUSINESS**

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 the

H05000157002 3

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limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued by the consent or agreement of all remaining members. Notwithstanding the foregoing, if not earlier terminated, this limited liability shall terminate December 31, 2015.

## ARTICLE XI

### RESTRICTIONS ON MEMBERSHIP

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of a new member shall be determined by a majority of the existing members as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous consent of the members or as expressly permitted by the regulations of the limited liability company, or in accordance with the agreement, if any, between the members and the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

## ARTICLE XII

### ACKNOWLEDGMENT

We, the undersigned, being all of the members of the limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of MITCHELL DEVELOPMENT VENTURE, LLC. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned have executed these Articles of Organization this  
24 day of JUNE 2005.

  
Jeffery S. Hills

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Frank Paul Ripa, as Trustee of  
the Frank Paul Ripa Revocable Trust

*Frank P. Ripa*  
Frank Paul Ripa

Ripa & Associates, Inc.

By: *Frank P. Ripa*  
Print Name: FRANK P. RIPA  
Print Title: President

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**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of MITCHELL DEVELOPMENT VENTURE, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by MITCHELL DEVELOPMENT VENTURE, LLC.

  
Jeffery S. Hills, As Registered Agent for  
Mitchell Development Venture, LLC

Executed this 24 day of JUNE, 2005.

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