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LIMITED LIABILITY COMPANY

Ward Real Estate Holdings, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
WARD REAL ESTATE HOLDINGS, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME AND DURATION**

1. The name of the limited liability company is WARD REAL ESTATE HOLDINGS, LLC (the "Company"). The effective date upon which this Company shall come into existence shall be the date these Articles are filed by the Department of State of the State of Florida.

2. The Company shall be dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") and the Company's Operating Agreement on December 31, 2055, unless the term shall be extended by amendment to the Company's Operating Agreement and this Certificate, or unless the Company shall be sooner dissolved and its affairs wound up in accordance with the Act or the Company's Regulations.

**ARTICLE II  
PRINCIPAL OFFICE**

The mailing and street address of the principal office of the Company is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the registered agent at such address is G & L AGENT SERVICES, INC.

**ARTICLE IV  
MANAGEMENT OF LIMITED LIABILITY COMPANY**

The Company is to be managed by one or more Managing Members and is, therefore, member-managed Company.

**ARTICLE V  
PURPOSES, POWERS AND RIGHTS**

1. The nature of the business to be conducted or promoted and the purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

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2. In furtherance of its purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a limited liability company by the Act.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

The voting power of the Company shall be divided into percentage interests (the "Percentage Interests") based on the relative capital contributions made by the members.

**ARTICLE VII**  
**ORGANIZER**

The address of the organizer of this Company is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the organizer at such address is Peter G. Latham, Esq.

**ARTICLE VIII**  
**MEMBERS**

1. The number of members of the Company shall initially be one (1), which number thereafter may be increased or decreased from time to time as provided by the Bylaws; *provided, however,* that there shall never be less than one. The initial Managing Member shall be Thomas Ward.

2. Additional members may be admitted to the Company, but only in accordance with the provisions of the Company's Regulations.

**ARTICLE IX**  
**MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall have the right to continue the business of the Company on the death, bankruptcy, or dissolution of a member, or the occurrence of any other event as specified in the Regulations of the Company which results in the disassociation of a member from the Company, upon the written consent of not less than a Majority Interest (hereinafter defined) of such remaining members to continue the business of the Company.

**ARTICLE X**  
**AMENDMENT**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

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**ARTICLE XI**

**VOTING**

1. The holders of fifty-one percent (51%) or more of the then outstanding contributed and not returned capital of the Company (the "Majority Interest" of the members) entitled to vote, represented in person or by written consent, shall constitute a quorum at a meeting of members, except as otherwise prescribed by law.

2. Each member attending a meeting shall vote his, her or its entire Percentage Interest or abstain as to any given issue. Notwithstanding the foregoing, any member abstaining from voting on a given issue will be deemed to have voted his, her or its Percentage Interest in the same manner and in the same proportions as the members not abstaining on the issue. Any member having a personal stake, other than the economic stake inuring to the member solely as a result of holding his, her or its Percentage Interest, in the outcome of an issue, shall abstain from voting on the issue unless all members have such a personal stake.

**ARTICLE XII**

**RULES AND REGULATIONS**

The power to adopt, amend or repeal Rules and Regulations for the management of this Company shall be vested in the Managing Member.

**ARTICLE XIII**

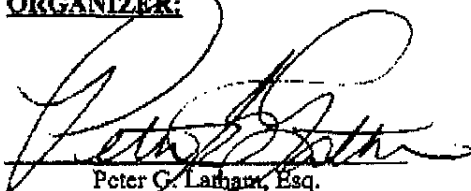
**INDEMNIFICATION**

The Company shall indemnify any organizer, manager or member, or any former organizer, manager or member, to the full extent permitted by applicable law.

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, does make, file and record these Articles of Organization, and does certify that the facts herein stated are true, and has accordingly hereunto set his hand and seal.

Dated at Orlando, Orange County, Florida, this 1<sup>st</sup> day of November, 2005.

**ORGANIZER:**

  
Peter G. Latham, Esq.

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**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Limited Liability Company Act, the following is submitted, in compliance with said statute:

That WARD REAL ESTATE HOLDINGS, LLC a Florida limited liability company, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Organization in the City of Orlando, County of Orange, State of Florida, has named G & L AGENT SERVICES, INC. located at 390 North Orange Avenue, Suite 600, Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT:**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, the appointment is hereby accepted and the undersigned, on behalf of the entity so designated, agrees that the entity shall act in that capacity. The undersigned, on behalf of the entity so designated, agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and that said entity is familiar with and accepts the obligations of its position as registered agent.

**REGISTERED AGENT:**

G & L AGENT SERVICES, INC.

By:

*[Handwritten Signature]*  
Peter G. Latham, Esq., Vice President

DATED: 11/01/2005

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