

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : HARRISON, HENDRICKSON & KIRKLAND, P.A.  
Account Number : I20010000002  
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Fax Number : (941)746-9229

M. HODGES

W05-119437

LIMITED LIABILITY COMPANY

BFC BRADENTON, LLC

Certificate of Status	1
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Page Count	05
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ARTICLES OF ORGANIZATION  
FOR  
BFC BRADENTON, LLC

The undersigned, acting as the organizing Member or authorized representative of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is BFC Bradenton, LLC.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue in perpetuity unless sooner dissolved in accordance with Section 608.441 of the Act.

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### ARTICLE III

#### Purpose

The Company is created to acquire, hold, manage, operate, improve, develop, lease, sell, dispose of, mortgage or otherwise encumber, and otherwise deal in real property, and all matters related or associated therewith, and further to engage in any other lawful activity.

### ARTICLE IV

#### Principal Office

The mailing address and the street address of the principal office of the Company shall be 5414 26<sup>th</sup> Street West, Bradenton, Florida 34207.

### ARTICLE V

#### Registered Agent and Office

The initial registered agent for the Company shall be G. Joseph Harrison, and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, Manatee County, Florida 34205.

### ARTICLE VI

#### Management of Business

The Company is to be managed by one or more Managers, who shall be appointed by the Members as provided in the Operating Agreement. The Managers shall have the powers provided for them in the Operating Agreement.

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ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only by the vote of the Members holding a majority of the Units, upon terms and conditions established by the Members from time to time in their sole discretion.

ARTICLE VIII

Continuation of Business

If there are more than one Member of this Company, the remaining Members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Operating Agreement.

ARTICLE IX

Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

ARTICLE X

Amendments

These Articles may be amended or restated at any time by a vote of the Members holding a majority of the Units, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

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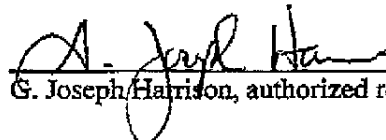
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ARTICLE XI

Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth in the Operating Agreement.

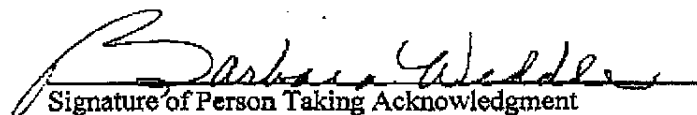
IN WITNESS WHEREOF, the undersigned organizer and duly authorized representative of BFC Bradenton, LLC, has executed these Articles of Organization this 14<sup>th</sup> day of December, 2005.

  
G. Joseph Harrison, authorized representative

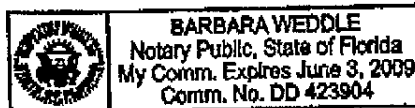
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of December, 2005, by G. Joseph Harrison,

☒ who is personally known to me  
☐ who produced \_\_\_\_\_ as identification  
and did not take an oath.

  
Signature of Person Taking Acknowledgment

\_\_\_\_\_  
Name of Acknowledger Typed, Printed or Stamped  
My commission expires:



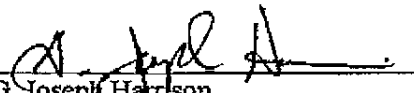
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CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT  
FOR BFC BRADENTON, LLC

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

  
G. Joseph Harrison  
DATED: December 5, 2005

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