

L05000122974

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

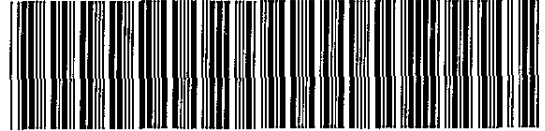
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



400062316964

FILED

2005 DEC 28 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

05 DEC 28 PM 4:32

LIVIDON REGISTRATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 782744 7103152

AUTHORIZATION :

COST LIMIT : \$ 160.00

2005 DEC 28 AM 8:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2005

ORDER TIME : 3:27 PM

ORDER NO. : 782744-005

CUSTOMER NO: 7103152

DOMESTIC FILING

NAME: NORTH PORT PARTNERS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS:

**ARTICLES OF ORGANIZATION
OF
NORTH PORT PARTNERS, LLC**

2005 DEC 28 AM 8:32
FILE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is North Port Partners, LLC, a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

3. Limited Purpose. Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

- (a) To acquire from North Port Park of Commerce, L.C., a Florida limited liability company, certain parcels of real property, together with all improvements located thereon, in the City of Port Charlotte, County of Sarasota, State of Florida, commonly known as the Arnold Building I, located at 1001 Corporate Avenue, Arnold Building II, located at 1050 Corporate Avenue, and Atlantic Teleconnect Building, located at 2529 Commerce Parkway (collectively, the "Property").
- (b) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.
- (c) To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

4. Prohibited Activities. Notwithstanding any provision hereof to the contrary and for so long as a mortgage lien exists on any portion of the Property, the following shall govern:

- (a) The Company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property and shall not incur, assume, or guaranty any other indebtedness.
- (b) The Company shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (A) the entity (if other than the Company) formed or surviving such consolidation or merger or that

acquired by conveyance or transfer the properties and assets of the Company substantially as an entirety (1) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (2) shall include in its organizational documents the same limitations set forth in these Articles and (3) shall expressly assume the due and punctual performance of the Company's obligations; and (B) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this Company and be continuing.


- (c) The Company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Members

5. Place of Business. The mailing and street address of the Company's principal office is 3073 Horseshoe Drive South, Suite #118, Naples, Florida 34104.

6. Registered Agent and Office. The name of the initial registered agent of the Company is Matthew L. Grabinski, Esq. The street address of the initial registered agent of the Company is 4001 Tamiami Trail North, Suite #300, Naples, Florida 34103.

7. Management of the Company. The Company shall be a manager-managed Company, in accordance with the Operating Agreement adopted by the members. The name and address of the initial manager, who shall serve until the first annual meeting of the members or until its successors is elected and qualified, is Anthony J. Wright, 3073 Horseshoe Drive South, Suite #118, Naples, Florida 34104 .


The undersigned executed these Articles of Organization as of the 28th day of December, 2005.



Matthew L. Grabinski,
Authorized Agent

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Matthew L. Grabinski, Esq.
Registered Agent

Dated: December 28th, 2005.