

Division of Corporations

Page 1 of 1

## Florida Department of State

Division of Corporations

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****BELLE HARBOR MANAGERS, L.L.C.**

Certificate of Status	1
Certified Copy	1
Page Count	04
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Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF ORGANIZATION****OF****BELLE HARBOR MANAGERS, L.L.C.**

The undersigned, acting as the organizer of BELLE HARBOR MANAGERS, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is BELLE HARBOR MANAGERS, L.L.C. (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 1551 Sandspur Road, Maitland, Florida 32751.

**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 Managers, except as provided in the Operating Agreement, and the names and addresses of the initial Managers are:

<u>Name</u>	<u>Address</u>
Paul M. Missigman	1551 Sandspur Road Maitland, Florida 32751
W. Scott Culp	1551 Sandspur Road Maitland, Florida 32751
Jay P. Brock	1551 Sandspur Road Maitland, Florida 32751

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

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

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**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, Fla. Stat.

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

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801. ✓

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.


**ARTICLE IX - Indemnification:**

Each individual or entity who is or was a Manager or Member 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 Manager or Member of the Company ("Indemnitee"), shall

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IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of  
Organization as of this 19th day of January, 2006.

MANAGER:

  
Paul M. Missigman

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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 **BELLE HARBOR MANAGERS, L.L.C.**
2. The name and address of the registered agent and office is:

**B&C Corporate Services of Central Florida, Inc., a Florida corporation  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801**

Having been designated as the Registered Agent for Belle Harbor Managers, L.L.C., 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.

**B&C Corporate Services of Central  
Florida, Inc., a Florida corporation**

By:   
Name: Kristi L. Sullivan  
Title: Vice President

Dated this 19th day of January, 2006.

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