

04-13-06

15:08

T-736

P-705

F-537

H06000038994

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000099918 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : HUNTON & WILLIAMS
Account Number : T2C000000236
Phone : (305)810-2542
Fax Number : (305)810-2460

M. Thomas

APR 14 2006

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 APR 13 AM 9:58

FILED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

OB Property Holdings, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

RECEIVED

06 APR 13 PM 4:14

DIVISION OF CORPORATION

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF ORGANIZATION
OF
OB PROPERTY HOLDINGS, LLC**

ARTICLE I - NAME

The name of the limited liability company is OB PROPERTY HOLDINGS, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 703 N.W. 82nd Avenue (Waterford Way), Suite 500, Miami, FL 33126.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized exclusively to further charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"), by supporting the charitable and educational activities of The Orange Bowl Committee, Inc. (the "OBC"), a corporation classified as exempt from federal income tax under Section 501(c)(3) of the Code. The Company's support for the OBC may include, but is not limited to, financial assistance, acquisition of office space and other services directly to the OBC and any of its affiliates that are exempt from federal income tax under Section 501(c)(3) of the Code and such other assistance, services and activities as may be authorized or requested from time to time by the OBC and agreed to by the sole member of the Company, including, without limitation, the following:

- (a) To organize, sponsor, produce, promote and/or participate in youth athletic events, contests, educational opportunities, clinics, expositions, and other similar programs and projects for the youth of the South Florida communities served by the Company;
- (b) To participate in and sponsor any activity designed and implemented to educate and promote the youth of the South Florida communities served by the Company;

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 APR 13 AM 9:58

FILED

(c) To accept, hold, administer, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any persons, corporations or other entities, or earned by it in its activities; and

(d) To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for a company formed under Section 501(c)(3) of the Code.

ARTICLE V - REGISTERED AGENT; REGISTERED ADDRESS

The name of the registered agent of the Company is Abigail C. Watts-FitzGerald. The Florida street address of the registered agent of the Company is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE VI - MANAGEMENT

The Company is to be member managed.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company only in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII - DISSOLUTION

Upon the dissolution or winding up of the Company, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Company, shall be distributed to such of its member(s) as are then described in Section 501(c)(3) of the Code or, if no member is then so described, to an organization or organizations with similar purposes and aims. Each such organization shall be described in Section 501(c)(3) of the Code.

ARTICLE IX - LIMITATIONS

Notwithstanding any powers granted to the Company under its Operating Agreement or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the net earnings of the Company shall inure to the benefit of any director or officer of the Company or any private individual (except that reasonable compensation may be paid for services rendered to or for the Company affecting one or more purposes, and except to the extent that benefit accrues to persons in accordance with the carrying out of the Company's charitable purposes as herein defined), and no

06 APR 13 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

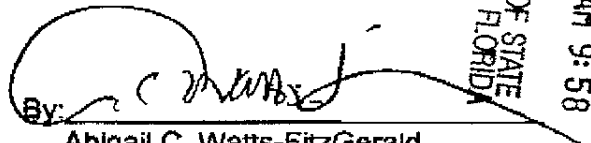
director or officer of the Company or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Company.

(b) No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(c) The Company shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Organization, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(c)(2), 2522(a)(2) or 2055(a)(2) of the Code.

IN WITNESS WHEREOF, the OB PROPERTY HOLDINGS, LLC has caused these Articles of Organization to be executed by its duly authorized representative as of April 13, 2006.

By: 
Abigail C. Watts-FitzGerald
Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 APR 13 AM 9:58

FILED

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That OB PROPERTY HOLDINGS, LLC desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

06 APR 13 AM 9:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this certificate, 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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 13th day of April, 2006.



Abigail C. Watts-FitzGerald
Registered Agent