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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DANA WISER

Requester's Name

106 East College Avenue, Suite 1200

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224-9634

City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BOOTHCO MAGNOLIA PLACE, LLC

(Corporation Name)

(Document #)

2. FRF Realty, LLC

(Corporation Name)

(Document #)

3. Villa Cortez Apartments, LLC

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Limited Liability

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Domestication

☐

Other

AMENDMENTS

☐

Amendment

☐

Resignation of R.A., Officer/Director

☐

Change of Registered Agent

☐

Dissolution/Withdrawal

Merger

OTHER FILINGS

☐

Annual Report

☐

Fictitious Name

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Foreign

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Limited Partnership

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Reinstatement

☐

Trademark

☐

Other

REGISTRATION/QUALIFICATION

Examiner's Initials

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Suite 1200  
106 East College Avenue  
Tallahassee, FL 32301  
[www.akerman.com](http://www.akerman.com)  
850 224 9634 *tel* 850 222 0103 *fax*

May 24, 2006

**VIA HAND DELIVERY**

Division of Corporations  
Department of State  
2661 Executive Center Circle West  
Tallahassee, FL 32301

**Re: Articles of Organization for  
BOOTHCO MAGNOLIA PLACE, LLC**

Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Articles of Organization and Designation of Registered Agent for the above referenced limited liability company.

Please file these Articles, certify one copy, and stamp the other copy "Filed." Please also provide Certificate of Status.

I have enclosed a check in the amount of \$160.00 for the filing fee, certification fee, and certificate of status. Our messenger will pick up the certified copies, the stamped copies, and the certificates of status after 2:00 p.m. on Thursday, May 25, 2006.

Sincerely,

Nancy M. Wallace

**FILED**  
2006 MAY 24 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
BOOTHCO MAGNOLIA PLACE, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

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2006 MAY 24 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1 — Name**

The name of this limited liability company is BOOTHCO MAGNOLIA PLACE, LLC ("Company").

**Article 2 — Duration**

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Operating Agreement.

**Article 3 — Mailing Address and Street Address**

The Company's address is 625 East Tennessee Street, Tallahassee, Florida 32308.

**Article 4 - Registered Agent and Office**

The name of the initial registered agent of the Company is Nancy M. Wallace, Esq. The street address of the initial registered agent of the company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

**Article 5 — Additional Members**

Additional members to the company may be admitted, but only pursuant to the Company's Operating Agreement.

**Article 6 — Termination of Membership**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Operating Agreement.

**Article 7 — Management of the Company**

The management of the Company is reserved to the manager. The following person will initially be the manager:

Hurley H. Booth, Jr.  
625 East Tennessee Street  
Tallahassee, Florida 32308

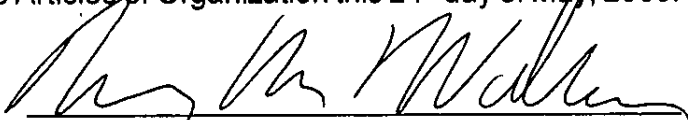
Article 8 — Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 — Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

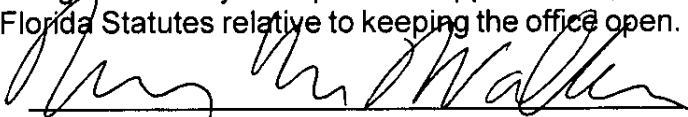
The undersigned executed these Articles of Organization this 24<sup>th</sup> day of May, 2006.



Nancy M. Wallace  
Authorized Representative for the Members

**CERTIFICATE OF DESIGNATION**

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping the office open.



Nancy M. Wallace