

## Florida Department of State

Division of Corporations

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## To:

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## From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.  
Account Number : 076077002775  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## MINORCA 901, LLC

|                       |          |
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**ARTICLES OF ORGANIZATION  
FOR  
MINORCA 901, LLC**

**A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as the organizer of MINORCA 901, LLC, 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:

MINORCA 901, LLC

**ARTICLE II  
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial principal office of this Company is 1177 Louisiana Ave. #112, Winter Park, FL 32789. The street address of the initial registered office of this Company is 1177 Louisiana Ave. #112, Winter Park, FL 32789 and the name of the initial registered agent of this Company at that address is Barbara J. Koehne.

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**ARTICLE III  
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE IV  
MANAGEMENT**

The Company shall be managed by the Member of the Company as provided in the Company's Operating Agreement.

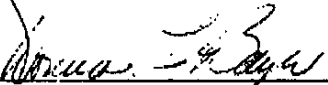
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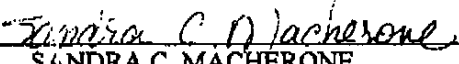
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IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

Member: GALLOWAY HOLDINGS OF CENTRAL FLORIDA, LTD., a Florida limited partnership

By: GALLOWAY FINANCIAL CORPORATION,  
a Florida corporation

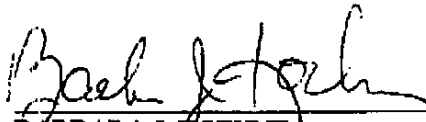
By:   
DONNA L. BAYER,  
Chief Executive Officer

By:   
SANDRA C. MACHERONE,  
Chief Operating Officer

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Fla. Stat.

  
BARBARA J. BOEHNE

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### ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Thomas E. Choberka

Vice-Operating Manager: Alexie M. Choberka

Secretary: Alexie M. Choberka

Treasurer: Thomas E. Choberka

whose addresses shall be the same as the principal office of the Company.

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**SPIEGEL & UTRERA, P.A.**  
LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
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CUTTING EDGE LAWS, LLC  
Page 4**ARTICLE 10 - INDEMNIFICATION**

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.


**SPIEGEL & UTRERA, P.A.**  
 LAWYERS

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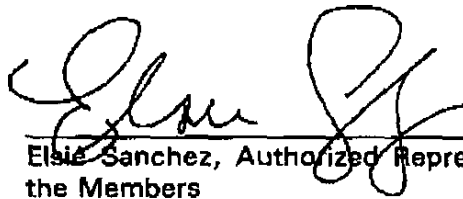
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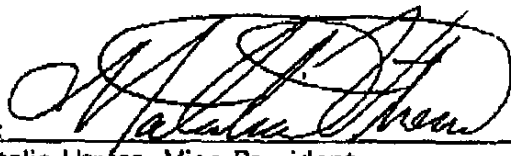
IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 25th day of May 2006.

  
Elsie Sanchez, Authorized Representative of  
the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By:   
Natalia Utrera, Vice President

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