

Division of Corporations

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**L06000090682**

Florida Department of State  
Division of Corporations  
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From: Account Name : VOIGT & VOIGT, P.A.  
Account Number : I20030000017  
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*SBM*SECRETARY OF STATE  
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**FILED****FLORIDA/FOREIGN LIMITED LIABILITY CO.****SINCLAIR HOLDINGS OF SARASOTA, LLC**

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION  
OF  
SINCLAIR HOLDINGS OF SARASOTA, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

**FIRST:** The name of the Limited Liability Company is:

**SINCLAIR HOLDINGS OF SARASOTA, LLC**

**SECOND:** The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

**THIRD:** The Limited Liability Company is organized for the following purposes: to acquire, own, hold, improve, manage and operate real property located in Sarasota, Florida (the "Property"); to incur indebtedness, secured and unsecured; to mortgage, finance, refinance, encumber, lease, sell, exchange, convey, transfer or otherwise deal with or dispose of the Property; to enter into and perform contracts and agreements of any kind necessary to, in connection with or incidental to the business of the Limited Liability Company; and to carry on any other activities necessary to, in connection with or incidental to the foregoing, as the Managing Member in his discretion may deem desirable.

**FOURTH:** The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 2042 Bee Ridge Road, Sarasota, FL 34239, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is STEPHEN F. VOIGT, SR..

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 for in Chapter 608, F.S.

  
STEPHEN F. VOIGT, SR.

**FIFTH:** The mailing address and principal office of the Limited Liability Company is 8915 Misty Creek Drive, Sarasota, FL 34241.

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SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are: DAVID SINCLAIR, having an address at 8915 Misty Creek Drive, Sarasota, FL 34241

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$100,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

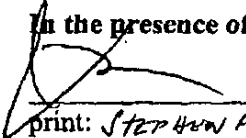
EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

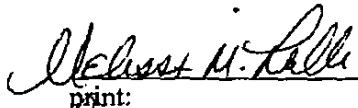
TENTH: The remaining Members of the Limited Liability Company, by the affirmative vote or consent of Members holding a majority of the Members' Percentage Interests (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

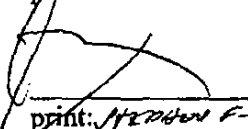
IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on September 13 2006.

In the presence of:

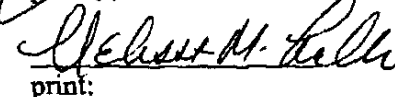
  
print: STEPHEN F. VOIGT

  
DAVID SINCLAIR

  
print:

  
print: STEPHEN F. VOIGT

  
MARIA SINCLAIR

  
print:

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STATE OF FLORIDA, COUNTY OF SARASOTA, ss.

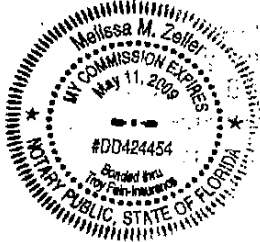
The foregoing instrument was acknowledged before me on the 13 day of September, 2006, by DAVID SINCLAIR who is personally known produced a Driver's License as identification.



*Melissa M. Zeller*  
Notary Public  
My commission expires on

STATE OF FLORIDA, COUNTY OF SARASOTA, ss.

The foregoing instrument was acknowledged before me on the 13 day of September, 2006, by MARIA SINCLAIR who is personally known produced a Driver's License as identification.



*Melissa M. Zeller*  
Notary Public  
My commission expires on

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