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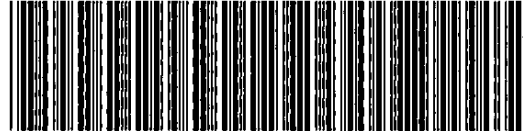
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**Akerman Senterfitt**  
ATTORNEYS AT LAW

Suite 1200  
106 East College Avenue  
Tallahassee, FL 32301  
www.akerman.com  
850 224 9634 tel 850 222 0193 fax

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TALLAHASSEE, FLORIDA

October 18, 2006

**VIA HAND DELIVERY**

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

**Re: Articles of Organization for  
BOOTHCO Continental, LLC**

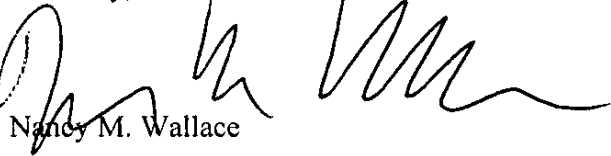
Dear Division Personnel:

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 a 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 copy, the stamped copy, and the certificate of status after 2:00 p.m. on Friday, October 20, 2006.

Sincerely,



Nancy M. Wallace

**ARTICLES OF ORGANIZATION  
OF  
BOOTHCO CONTINENTAL, LLC**

**FILED**  
06 OCT 18 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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).

Article 1 – Name

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

Article 2 – Purpose

The purpose of the Company shall be solely to acquire, operate and dispose of that real property, as described in Exhibit B to the Operating Agreement, commonly known as Continental Apartments, located at 2393 Continental Avenue, Tallahassee, Leon County, Florida (the "Property"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

Article 3 – 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 4 – Mailing Address and Street Address

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

Article 5 - 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 6 – Additional Members

{TL107111;1}

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

#### Article 7 — 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 8 — Management of the Company

The management of the Company is reserved to the members. The following person will initially be the managing member:

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

#### Article 9 — 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 10 — Anti-Dissolution Provisions

Notwithstanding anything to the contrary contained in these Articles or the Operating Agreement, the Company and its Managing Member and Member hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company or this Agreement, and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Managing Member or Member, or any other event or act causing dissolution of the Company pursuant to section 608.441, Florida Statutes, or this Agreement, shall not constitute an event of liquidation, dissolution or termination of the Company or this Agreement, except upon the express prior written consent of Lender. Any amendments to this provision of the Agreement shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This paragraph shall

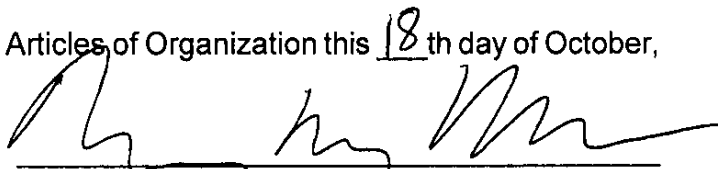
{TL107111;1}

cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

Article 11 — 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.

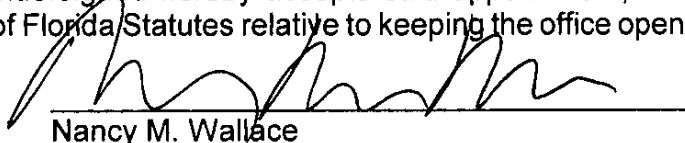
The undersigned executed these Articles of Organization this 18th day of October, 2006.



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