

L06000122581

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.

(((H06000301935 3)))



H060003019353ABC.

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

RECEIVED
06 DEC 27 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:

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

From:

Account Name : REDGRAVE & ROSENTHAL, LLP
Account Number : 120020000007
Phone : (561) 347-1700
Fax Number : (561) 391-9944

FILED
06 DEC 27 AM 9:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Walnut Road LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN DEC 28 2006

H06000301935 3

Articles of Organization of the Walnut Road LLC

A Florida Limited Liability Company

FILED STATE
SECRETARY OF CORPORATIONS
06 DEC 27 AM 9:36

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Florida by delivering in duplicate to the Secretary of State of the State of Florida these Articles of Organization, in accordance with the provisions of Florida Limited Liability Company Act, of The Florida General Statutes, as it may be amended from time to time, hereinafter referred to as the "Act".

Section 1.02 Name

The name of the limited liability company, referred to as the "Company", is:

Walnut Road LLC,
A Florida Limited Liability Company

Section 1.03 Duration

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

Section 1.04 Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Section 1.05 Principal Place of Business

The principal place of Business of the Company is:

Walnut Road LLC,
A Limited Liability Company
Articles of Organization
Page - 1 of 4

H06000301935 3

H06000301935 3

Physical Address:
230 South Maya Palm Drive
Boca Raton, Florida 33432

Mailing Address:
230 South Maya Palm Drive
Boca Raton, Florida 33432

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
06 DEC 27 AM 9:36

Section 1.06 Registered Agent and Registered Office

The name of the initial registered agent is Edward H. Gessner, and the original registered addresses are as follows:


Physical Address:
230 South Maya Palm Drive
Boca Raton, Florida 33432

Mailing Address:
230 South Maya Palm Drive
Boca Raton, Florida 33432

Section 1.07 Registered Agent Consent

I, Edward H. Gessner, a natural person and resident of Florida, accept the appointment as agent of Walnut Road LLC, a Florida Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: December 22, 2006.


Edward H. Gessner, Registered Agent

Section 1.08 Name and Address of Organizer

Edward H. Gessner, 230 South Maya Palm Drive, Boca Raton, Florida 33432

Section 1.09 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

H06000301935 3

Section 1.10 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

Section 1.11 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members and Managers of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Managers fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Section 1.13 Management

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the Operating Agreement. The name and address of the initial Manager are:

Edward H. Gessner
230 South Maya Palm Drive
Boca Raton, Florida 33432

H06000301935 3

Section 1.14 Indemnification and Liability

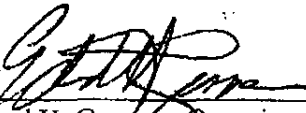
The Company may, as determined by the Managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

Section 1.15 Transferability of Interest

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on December 22, 2006



Edward H. Gessner, Organizer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 DEC 27 AM 9:36