

Division of Corporations

Page 1 of 1

L07000003604

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.

(((H07000008184 3)))



H070000081843ABC

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

To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)

Account Number : I19980000090

Phone : (407)839-4200

Fax Number : (407)839-4264

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JAN 10 AM 8:51

FILED

FLORIDA/FOREIGN LIMITED LIABILITY CO.**Capital Trust Agency Community Development Entity,**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

RECEIVED

07 JAN 10 PM 12:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

07 JAN 10 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF ORGANIZATION****OF****CAPITAL TRUST AGENCY COMMUNITY DEVELOPMENT ENTITY, LLC**

The undersigned, acting as the organizer of **CAPITAL TRUST AGENCY COMMUNITY DEVELOPMENT ENTITY, LLC** under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE 1**NAME**

The name of the limited liability company is **CAPITAL TRUST AGENCY COMMUNITY DEVELOPMENT ENTITY, LLC** (the "*Company*").

ARTICLE 2**ADDRESS**

The mailing address and street address of the principal office of the Company is Capital Trust Agency Community Development Entity, LLC, 315 Fairpoint Drive, Gulf Breeze, Florida 32561.

ARTICLE 3**DURATION**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE 4**MANAGEMENT**

The Company is to be managed by its Member, unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE 5**ADMISSION OF ADDITIONAL MEMBERS**

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE 6**ADOPTION OF OPERATING AGREEMENT**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE 7**INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for the Company shall be Edward M. Gray, III, and the street address of the Company's initial registered office is 315 Fairpoint Drive, Guld Breeze, Florida 32561.

ARTICLE 8**AMENDMENTS**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE 9**INDEMNIFICATION**

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("*Indemnitee*"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE 10

CONTINUATION OF BUSINESS

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, 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.

[SIGNATURES CONTAINED ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned Member representative has executed these Articles of Organization as of January 10, 2006.

CAPITAL TRUST AGENCY, INC, an interlocal agency of the State of Florida created pursuant to Fla. Stat. Sec. 163.01, and a Florida not-for-profit corporation created pursuant to Fla. State. Ch. 617:


Richard C. Fulford, its Chairman

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Capital Trust Agency Community Development Entity, LLC
2. The name and address of the registered agent and office is:

Edward M. Gray, III
315 Fairpoint Drive
Gulf Breeze, Florida 32561

Having been designated as the Registered Agent for Capital Trust Agency Community Development Entity, LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 608, Florida Statutes.

Edward M. Gray III

Edward M. Gray, as Executive Director of Capital Trust Agency

Dated this 10th day of January, 2006.

FILED
07 JAN 10 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA