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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

The 37th Street Fund, LLC

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**ARTICLES OF ORGANIZATION****OF****THE 37<sup>TH</sup> STREET FUND, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

**Article I****Name**

The name of the limited liability company is The 37<sup>th</sup> Street Fund, LLC.

**Article II****Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

**Article III****Units Of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units The 37<sup>th</sup> Street Fund, LLC, is authorized to have outstanding is 10,000 units, all of which shall be identical units.

**Section B. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 75% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

**Section C. Right to Redeem Units.** Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital paid-in surplus retained earnings.

**Article IV****Registered Agent And Office**

The address of the initial Registered Office of the Company is 3111 Cardinal Drive, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is Michael O'Haire.

**Article V****Principal Office**

The mailing address and street address of the principal office of the Company is 3111 Cardinal Drive, Vero Beach, Florida 32963.

Michael O'Haire  
Florida Bar No. 0059698  
3111 Cardinal Drive  
Vero Beach FL 32963

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**Article VI**  
**Organizer**

The name and address of the organizer is:

Keith D. Hedin  
6030 37<sup>th</sup> Street  
Vero Beach FL 32966

The organizer is a natural person over the age of twenty-one years.

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers.

**Article IX**  
**Indemnification**

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered

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by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Member-Manager is proper in the circumstances because such Member and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article X**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.

**Article XI**  
**Amendment Of Articles Of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of member or authorized representative of member.

Dated March 7<sup>th</sup>, 2007.

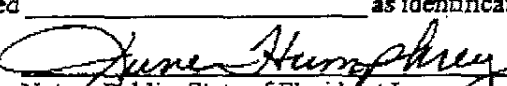
  
Keith D. Hedin  
Organizer

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of March, 2007, by Keith D. Hedin, who is personally known to me or has provided as identification.




**June Humphrey**  
Commission # DD618804  
Expires December 20, 2010  
Standard Fee: \$15.00 (plus \$2.00 per page)

  
Notary Public, State of Florida at Large  
Print Name: JUNE HUMPHREY  
My Commission Expires: 12-20-10  
Commission No. DD618804

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above-stated limited liability company, by the Articles of Organization of THE 37<sup>TH</sup> STREET FUND, LLC, at the place designated in the Articles, 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.

  
\_\_\_\_\_  
Michael O'HaireDate: 3/6/09

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