

Division of Corporations

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 andit number (shown below) on the top and bottom of all pages of the document.**

(((H07000093840 3)))



H070000938403ABC+

**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 : GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)  
Account Number : 076077002561  
Phone : (305) 376-4181  
Fax Number : (305) 376-6010

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 APR 10 AM 8:53

RECEIVED

07 APR 10 PM 2:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## MAXED PROPERTY HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

Electronic Filing Menu

Corporate Filing Menu

Help

W07-38549  
4/10/2007  
QR

FAX AUDIT NO.: H07000093840

**ARTICLES OF ORGANIZATION  
OF  
MAXED PROPERTY HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization ("Articles"):

**Article I**  
**Name**

The name of the limited liability company is MAXED PROPERTY HOLDINGS, LLC (the "Company").

**Article II**  
**Duration**

The existence of the Company shall commence upon the filing of these Articles with the Secretary of State for the State of Florida. The duration of the Company shall be perpetual.

**Article III**  
**Nature of Business and Mailing Address**

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131.

**Article IV**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.

**THIS INSTRUMENT PREPARED BY:**

Kevin M. Levy, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Tel: (305) 376-6094  
Florida Bar No.: 61816

FAX AUDIT NO.: H07000093840

FAX AUDIT NO.: H07000093840

Article V  
Membership Certificates

(a) Each Member's interest in the Company ("Membership Interests") may be evidenced by a membership certificate.

(b) No Member of the Company may transfer, sell or assign its Membership Interest in the Company to any third party, except as provided for in the Company's Operating Agreement ("Operating Agreement").

Article VI  
Indemnification

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Manager, Member, director or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, (each, an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless such person breached or failed to perform his/her duties as a Manager, Member, officer, director, employee or agent of the Company and such breach constitutes:

(1) a violation of criminal law, unless the Manager, Member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his/her conduct was unlawful;

(2) a transaction from which the Manager, Member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a Manager, Member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his/her breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he/she had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his/her conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a Manager, Member, director, officer, employee or agent only with respect

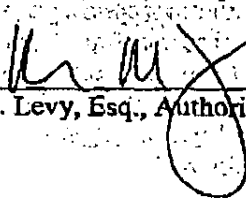
FAX AUDIT NO.: H07000093840

to actions occurring while a Manager, Member, director, officer, employee or agent of the Company and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article VI shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article VI is in effect. Any repeal or modification of this Article VI or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article VII  
Amendment

The Members reserve the right to amend or repeal any provision contained in these Articles of Organization subject to any provision set forth in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles on the 10<sup>th</sup> day of April, 2007.

  
Kevin M. Levy, Esq., Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

GY CORPORATE SERVICES, INC.

By: 

Mark J. Scheer, President

Dated: April 10, 2007

MIAMI 444132.1