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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**hampton real estate partners, llc**

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**ARTICLES OF ORGANIZATION**

**FOR**

**HAMPTON REAL ESTATE PARTNERS, LLC**

**a Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is: Hampton Real Estate Partners, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is:

708 N.E. 8<sup>th</sup> Avenue  
Delray Beach, FL 33483

**ARTICLE III - PURPOSE AND POWERS**

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Act and all amendments and supplements thereto, or any law enacted to take the place thereof. The Company shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the Act or the laws of the State of Florida.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company are:

Gary R. Shendell  
Shendell & Pollock, P.L.  
5355 Town Center Road  
Suite 200  
Boca Raton, FL 33486

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## **ARTICLE V - MEMBERSHIP INTERESTS**

The Company is authorized to issue 5,000,000 shares of membership interests, which shares shall evidence the interests of the members of the Company, and which shares shall be designated either "Member Shares" or "Units" (which terms may be used interchangeably). The interests of the members of the Company shall be evidenced by the Membership Certificate issued by the Company setting forth the number of Member Shares or Units issued and outstanding in the name of such member.

## **ARTICLE VI - MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by the Members.

## **ARTICLE VII - INDEMNIFICATION**

The Company hereby agrees to indemnify each member, officer, employee and agent of the Company to the extent authorized by, and in accordance with the provisions of Fla. Statutes §608.4229.

## **ARTICLE VIII - LIMITATION ON AGENCY AUTHORITY TO MEMBERS**

Pursuant to section 608.4235 of the Act, no members of the Company shall be an agent of the Company solely by virtue of being a member.

## **ARTICLE IX - RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed these Articles of Organization and acknowledged them to be his act on this 30<sup>th</sup> day of April, 2007.

By:   
Name: Gary R. Shendell  
An Authorized Representative

HU 10000110000

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/OFFICE  
OF  
HAMPTON REAL ESTATE PARTNERS, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, HAMPTON REAL ESTATE PARTNERS, LLC, A FLORIDA LIMITED LIABILITY COMPANY ("THE COMPANY"), HEREBY SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

**COMPANY**

The name of the Company is: Hampton Real Estate Partners, LLC.

**REGISTERED AGENT/OFFICE**

The name of the registered agent and the address of the registered office are:

Name: Gary R. Shendell  
Address: Shendell & Pollock, P.L.  
5355 Town Center Road  
Suite 200  
Boca Raton, FL 33486

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and 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 as provided in chapter 608, F.S.*

By: Gary R. Shendell  
Print name: Gary R. Shendell  
Date: April 30, 2007