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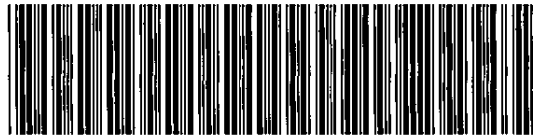
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- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☒ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
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- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
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ARTICLES OF ORGANIZATION

CHARLES D. MINER, EXCHANGE INTERMEDIARY, LLC

ARTICLE I – NAME

The name of the Limited Liability Company is:

CHARLES D. MINER, EXCHANGE INTERMEDIARY, LLC

ARTICLE II – ADDRESS

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

c/o Charles D. Miner, Esq.
5120 Curry Ford Road
Orlando, Florida 32812

ARTICLE III – DURATION

The existence of the Limited Liability Company will commence upon the filing of these Articles of Organization and shall continue indefinitely thereafter, unless dissolved by operation of law.

ARTICLE IV - PURPOSE

The purpose for which this Limited Liability Company is formed is to acquire legal and/or beneficial title to certain real and/or personal property located both within the State of Florida and in other jurisdictions, which it is acquiring at the behest of one or more clients who have engaged the services of this Limited Liability Company solely for the purpose of acting as the “qualified intermediary” or as the “exchange accommodation title holder” for such clients, to enable such properties to be exchanged by such clients in transactions which qualify, in whole or in part, for non-recognition treatment under Section 1031 of the Internal Revenue Code of 1986, as amended.

It shall be presumed that any real and/or personal property acquired by this Limited Liability Company has been acquired for the foregoing purposes, and no one dealing with this Limited Liability Company need inquire as to the propriety of any acquisition, the existence of any “qualified exchange accommodation arrangement”, or any other contractual obligations which may have been entered into by the Limited Liability Company.

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During the period of time the Limited Liability Company owns legal and/or beneficial title to any property, the Limited Liability Company shall have and may exercise any and all rights and privileges incident to the ownership thereof. Without limiting the generality of the foregoing, the Limited Liability Company shall have the power to cause a lot split, to sell, convey, encumber, grant options to purchase, lease, transfer, exchange or otherwise dispose of any such property on any terms deemed advisable, to execute and deliver deeds, leases, bills of sale, and other instruments of whatever character, and to take or cause to be taken all action deemed necessary or proper in connection therewith. The Limited Liability Company shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

The Limited Liability Company is being formed for the purpose of acquiring title to certain real and/or personal property as an "exchange accommodation titleholder", and therefore may acquire other property ("replacement property") as a result of an exchange of any property originally acquired by it. In order to carry out its duties as an "exchange accommodation titleholder", the Limited Liability Company may borrow money or enter into other arrangements with any other person or entity and to enter into one or more qualified exchange accommodation arrangements. In this regard, the Limited Liability Company shall follow the guidelines set forth by the Internal Revenue Service in Revenue Procedure 2000-37, as the same is presently in force or as it may subsequently be amended from time to time. Terms in quotations which are not otherwise defined herein shall have the meanings prescribed to them by the aforesaid Revenue Procedure 2000-37, or any subsequent amendment thereof.

ARTICLE V – MANAGEMENT

The Limited Liability Company is to be managed by a manager, who shall also be the sole owner thereof, and the name and address of such person who is to serve as manger is:

Charles D. Miner, Esq.
5120 Curry Ford Road
Orlando, Florida 32812

Any property owned by the Limited Liability Company may be dealt with by the Manager, and the signature of the Manage on any instruments of conveyance or encumbrance shall bind the Limited Liability Company, and all persons may presume that the Manager has full authority on behalf of the Limited Liability Company to sell, convey, encumber, grant options to purchase, lease, transfer, exchange or otherwise dispose of any property of the Limited Liability Company. The Manager shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

**ARTICLE VI – REGISTERED AGENT,
REGISTERED OFFICE AND RESIDENT AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Charles D. Miner, Esq.
5120 Curry Ford Road
Orlando, Florida 32812

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. 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.

Date June 12th, 2007



Charles D. Miner, Registered Agent

(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 herein are true.)

**CHARLES D. MINER,
EXCHANGE INTERMEDIARY, LLC**

Date June 12th, 2007

By: _____



**Charles D. Miner, Manager and
Sole Member**