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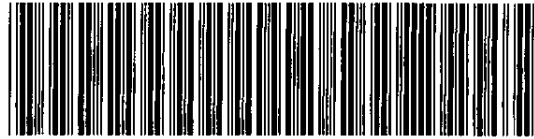
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TALLAHASSEE, FLORIDA

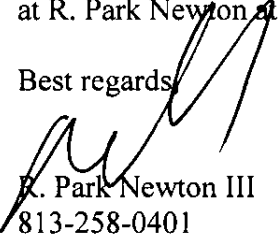
November 14, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Attached are the Articles of Organization for **EXCAL HOLDINGS II, LLC**, a newly formed Florida company. Also attached are the appropriate filing fees for incorporating this Company, which include \$100.00 (filing fees) and \$25.00 (registered agent designation), for a total of \$125.00 made payable to Florida Department of State - Division of Corporations. If you have any questions, please do not hesitate to contact me at R. Park Newton at 2107 W. Platt Street, Tampa, Florida 33606. Thank you.

Best regards,



R. Park Newton III
813-258-0401

**ARTICLES OF ORGANIZATION
OF
EXCAL HOLDINGS II, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I
Name**

The name of the Limited Liability Company is EXCAL HOLDINGS II, LLC

**ARTICLE II
Address**

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

EXCAL HOLDINGS II, LLC
2107 West Platt Street
Tampa, Florida 33606

**ARTICLE III
Purposes**

The Limited Liability Company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE IV
Period of Duration**

The Limited Liability Company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the members of the Limited Liability Company.

**ARTICLE V
Management**

The Limited Liability Company is to be managed by a manager and the name and address of the initial manager who is to serve as manager is:

R. Park Newton III
2107 W. Platt Street
Tampa, Florida 33606

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ARTICLE VI
Registered Agent and Registered Office

The street address of the Limited Liability Company's initial registered office is 2107 W. Platt Street., Tampa, Florida 33606, and the initial registered agent at such address is R Park Newton III. The Limited Liability Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VII
Restrictions on Membership

No new members shall be admitted to the Limited Liability Company without the unanimous prior consent of the existing members. Contributions required of new members shall be determined as of the time of their admission to the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the unanimous written consent of the members, or as otherwise agreed to in the Operating Agreement adopted by the members, as may be amended. Additional restrictions and conditions on membership may be set forth in the Operating Agreement adopted by the members.

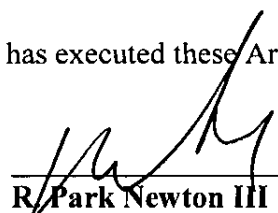
ARTICLE VIII
Operating Agreement

The members of the Limited Liability Company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the Limited Liability Company, provided that such operating agreement shall not be inconsistent with these Article of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the Limited Liability Company, in the manner prescribed by the laws of the State of Florida.

ARTICLE IX
Acknowledgment

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of EXCAL HOLDINGS II, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this ____ day of November, 2007.



R. Park Newton III
Managing Member and Authorized
Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.57, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is EXCAL HOLDINGS II, LLC.
2. The name and the Florida street address of the registered agent are:

R Park Newton III
2107 West Platt St.
Tampa, Florida 33606

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.



R. Park Newton III

**Filing Fees: \$100.00 for Filing Fee of Articles of Organization
\$25.00 for Designation of Registered Agent**

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