

Division of Corporations

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Account Number : 076666003611  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WALDEMERE HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION  
OF  
WALDEMERE HOLDINGS, LLC**

The undersigned, a member, manager or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company ("Company") under the Florida Limited Liability Company Act (Chapter 608, *Florida Statutes*) and in accordance with *Florida Statutes* § 608.407.

**Article I - Name**

The name of the limited liability company is "Waldemere Holdings, LLC".

**Article II - Mailing Address and Street Address of Principal Office**

The mailing address and the street address of the principal office is 1921 Waldemere Street, Suite 814, Sarasota, Florida 34239.

**Article III - Name and Street Address of Initial Registered Agent**

The name and street address of the Company's initial registered agent is Blalock, Walters, Held & Johnson, P.A., 802 11th Street West, Bradenton, Florida 34205.

**Article IV - Management**

The Company shall be managed by one (1) manager (who shall be designated as "Manager") and is, therefore, a manager-managed limited liability company. The initial Manager is:

**Paul R. Marcus**, having a business address at c/o Davis Marcus Partners, Inc., One Appleton Street, Boston, Massachusetts 02116.

The rights, duties, obligations and authority of the Manager shall be set forth in the Operating Agreement of the Company. Other than the filing of these Articles, no person, other than the Manager, is authorized to execute documents to be filed with the Florida Department of State or to otherwise bind or transact business on behalf of the Company.

**Article V - Purpose**

The principal business and purpose of the Company is to acquire, hold, and sell interests in legal entities that own, maintain, manage, lease, improve, operate, and sell real property together with the improvements of such real property and incidental personal property, and to engage in any and all general business activities related to or incidental to those purposes.

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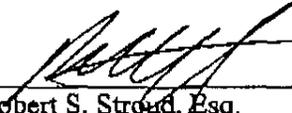
**Article VI – Transfers of Membership Interest**

The Company's members may only transfer membership interests in accordance with the specific provisions of the Operating Agreement of the Company. Any transfer in violation of these articles or the Operating Agreement of the Company shall be deemed null and void.

**Article VII – Existence**

In accordance with *Florida Statutes* § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Florida Department of State's date and time endorsement, and shall dissolve not later than December 31, 2037.

IN WITNESS WHEREOF, these Articles of Organization are executed on this 11<sup>th</sup> day of January 2008.

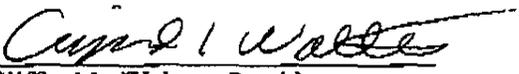
  
\_\_\_\_\_  
Robert S. Stroud, Esq.  
Authorized Representative

Prepared by:  
Robert S. Stroud, Esq.  
Florida Bar No. 0783781  
Blalock, Walters, Held & Johnson, P.A.  
802 11<sup>th</sup> Street West  
Bradenton, Florida 34205

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for Waldemere Holdings, LLC at the place designated in these articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, *Florida Statutes*.

**BLALOCK, WALTERS, HELD & JOHNSON, P.A.**

By:   
\_\_\_\_\_  
Clifford L. Walters, President