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EXAMINER



ACCOUNT NO. : 072100000032 REFERENCE: 435304 4306349 AUTHORIZATION : O COST LIMIT : ORDER DATE: February 7, 2008 ORDER TIME : 10:09 AM ORDER NO. : 435304-005 CUSTOMER NO: 4306349 DOMESTIC FILING NAME: O'SULLILVAN INVESTMENTS, LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS:

## ARTICLES OF ORGANIZATION OF O'SULLIVAN INVESTMENTS, LLC A FLORIDA LIMITED LIABILITY COMPANY

OB FEB J PHID: 55 The undersigned, acting as organizer and as a Member or authorized representative of a Member of O'SULLIVAN INVESTMENTS, LLC, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

## ARTICLE I.

## NAME

The name of this limited liability company (the "Company") is O'SULLIVAN INVESTMENTS, LLC.

## ARTICLE II. **ADDRESS**

The mailing and street address of the principal office of the Company shall be 1737 Buttonbush Circle, Palm City, Florida 34990.

## ARTICLE III.

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's registered office shall be 1737 Buttonbush Circle, Palm City, Florida 34990, and the registered agent for the Company at that address shall be Dorothy M. O'Sullivan.

# ARTICLE IV.

## **DURATION**

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

# ARTICLE V. PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

## ARTICLE VI. ORGANIZER

The name and street address of the organizer to these Articles of Organization are:

Name

**Address** 

Barbara A. Simanek

Kirkpatrick & Lockhart Preston Gates Ellis, LLP Wachovia Financial Center

Wachovia Financial Center 200 South Biscayne Boulevard

20<sup>th</sup> Floor

Miami, Florida 33131

# ARTICLE VII. MANAGEMENT

The Company shall be managed by a Manager.

#### ARTICLE VIII.

#### ADMISSION OF NEW MEMBERS; TRANSFER OF UNITS

The Company may admit new Members, *provided* the proposed Members assent to the terms of, and execute, the Operating Agreement. A Member may transfer his or her membership units (each, a "<u>Unit</u>") only in accordance with the terms and subject to the conditions contained in the Operating Agreement.

# ARTICLE IX. DISSOLUTION

Pursuant to Florida Statutes §608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event that terminates the continued membership of a Member in the Company.

#### **ARTICLE X**

# AMENDMENT OF ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by a vote of the Members who own at least a majority of the outstanding Units.

#### **ARTICLE XI**

# RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

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

Barbara A. Simanek, Authorized Representative of Member and Organizer

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE OF O'SULLIVAN INVESTMENTS, LLC.

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is O'SULLIVAN INVESTMENTS, LLC.
- 2. The name and address of the registered agent and office is Dorothy M. O'Sullivan, 1737 Buttonbush Circle, Palm City, Florida 34990.

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.

By: Larath M. O Sullivania Registered Agent's Signature