

APR-11-2008 (FRI)

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CARLTON FIELDS

P. 002/005

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WINTER HAVEN CITI CENTRE INVESTORS, LLC

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EXAMINER

FAX AUDIT NO. H08000091377 3

ARTICLES OF ORGANIZATION  
OF  
WINTER HAVEN CITI CENTRE INVESTORS, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of WINTER HAVEN CITI CENTRE INVESTORS, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: WINTER HAVEN CITI CENTRE INVESTORS, LLC.

ARTICLE TWO

ADDRESS

The street address and the mailing address of the Company is: c/o S&F Citi Centre Manager, Inc., 7777 Glades Road, Suite 310, Boca Raton, FL 33434.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10<sup>th</sup> Floor, Tampa, Florida 33607-5736.

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.

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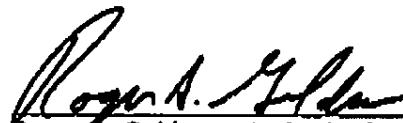
ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a Member of the Company as of the 9th day of April, 2008.

  
Roger S. Goldman, Authorized  
Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for WINTER HAVEN CITI CENTRE INVESTORS, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, Roger S. Goldman, on behalf of CFRA, LLC, a Florida limited liability company, hereby agree to accept service of process for said company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

CFRA, LLC

By: 

Roger S. Goldman,  
Authorized Representative

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