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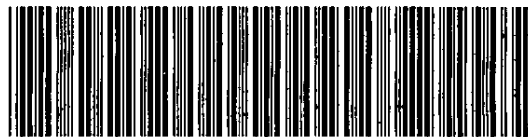
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

JUL 17 2008

EXAMINER

TRANSMITTAL LETTER

TO: Department of State
Division of Corporations
Clifton Building
266½ Executive Center Circle
Tallahassee, FL 32301

SUBJECT: Roundball 33, L.L.C.

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alison Hand
543 Harbor Blvd, Suite 103
Destin, FL 32541

For further information concerning this matter, please call:
Alison Hand at (850) 650-0077

ARTICLES OF ORGANIZATION OF
ROUNDBALL 33, L.L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does hereby set forth the following:

ARTICLE I

NAME

The name of the limited liability Company shall be **ROUNDBALL 33, L.L.C.**, and its principal place and of business and mailing address shall be at 5335 Wisconsin Avenue, Washington, D.C. 20015, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability Company, shall be as follows:

1. To engage in the business of real estate management and investment.
2. To engage in any other activity or business authorized under the Florida Statutes.

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ARTICLE III

DURATION

The period of duration of the Company shall be perpetual, and shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (1) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Company Act; or
- (2) By the written agreement of a majority-in-interest of the Members.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability Company shall be located at 5335 Wisconsin Avenue, Washington, D.C. 20015.

ARTICLE V

MANAGEMENT

A. This limited liability Company shall be managed by the managing member (s);

however, all of the following shall require the written agreement of a majority-in-interest of the Members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgment;
- c. submitting a claim to arbitration;
- d. executing and delivering any debt instruments;
- e. conveying real or personal property of ROUND BALL 33, L.L.C.;
- f. pledging a member's membership interests to individuals or entities

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outside of ROUND BALL 33, L.L.C.;

g. disposing of the goodwill of the Company.

The name and address of the initial managing member are as follows:

David Falk, 5335 Wisconsin Avenue, Washington, D.C. 20015

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability Company shall be 3000 Bay Villa Drive, Miramar Beach, FL 32550, and the name of its initial registered agent at such address is Gregory Kohls.

The undersigned being an original member of the limited liability Company, hereby certifies that the foregoing constitute the Articles of Organization for ROUND BALL 33, L.L.C.

Executed by the undersigned on the 14 of July, 2008.



David Falk

STATE OF: _____
COUNTY OF: _____ DISTRICT OF COLUMBIA

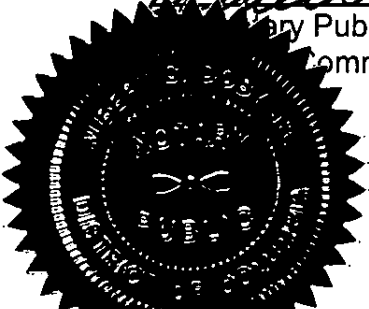
Before me, the undersigned authority, personally appeared David Falk, who is personally known to me or who has presented _____ as identification, being first duly sworn, states that he executed the foregoing instrument voluntarily and for the purposes therein stated this 14th day of July, 2008.



Notary Public
My Commission Expires: _____

Albert C. Doby, Jr.
Notary Public, District of Columbia
My Commission Expires 4/14/2011

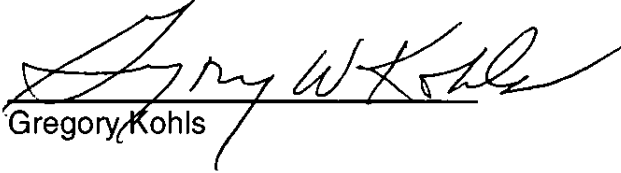
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability Company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 14th day of June, 2008.


Gregory Kohls

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