

Division of Corporations

Page 1 of 1

LD8000073509

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000184490 3)))



H080001844903ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : BROAD AND CASSEL (ORLANDO)  
Account Number : I19980000090  
Phone : (407) 839-4200  
Fax Number : (407) 839-4264

L. SELLERS

JUL 31 2008

EXAMINER

RECEIVED  
08 JUL 30 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

SCHROEDER HOLDINGS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing Menu

Help

08 JUL 30 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
7/30/2008

FILED



390 NORTH ORANGE AVENUE  
SUITE 1400  
ORLANDO, FLORIDA 32801  
P.O. BOX 4961 (32802-4961)  
TELEPHONE: 407.839.4200  
FACSIMILE: 407.425.8377  
www.broadandcassel.com

## TELECOPIER TRANSMITTAL

DATE: Wednesday, July 30, 2008 3:15:44 PM  
TO: Dept. of State, Division of Corporations  
ADDRESS:  
TELECOPIER PHONE NO.: 18506176383  
CONFIRMATION PHONE NO.:  
FROM: Jennifer Hines  
TOTAL NUMBER OF PAGES: 05 (including cover)  
CLIENT AND MATTER: 41547-0002

## MESSAGE:

PLEASE NOTIFY US IMMEDIATELY IF ALL PAGES WERE NOT RECEIVED AT 407.839.4200

FAX OPERATOR: \_\_\_\_\_ FIRST ATTEMPT: \_\_\_\_\_ SECOND ATTEMPT: \_\_\_\_\_

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

(((H08000184490 3)))

**ARTICLES OF ORGANIZATION  
OF  
SCHROEDER HOLDINGS, LLC**

The undersigned acting as the organizer of SCHROEDER HOLDINGS, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is SCHROEDER HOLDINGS, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address of the limited liability company is 3280 Lake Shore Drive, Orlando, Florida 32803, and the street address of the principal office is 3280 Lake Shore Drive, Orlando, Florida 32803.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by its Members, unless and until one or more managers are elected in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers, if any, shall be elected as described in the Operating Agreement.

**ARTICLE V - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

**ARTICLE VI - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Gregory K. Schroeder and the street address of the Company's initial registered office is 3280 Lake Shore Drive, Orlando, Florida 32803.

FILED  
08 JUL 30 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

((H08000184490 3))

**ARTICLE VII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE VIII - Indemnification:**

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

**ARTICLE IX - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned Member representative has executed these Articles of Organization as of this 17th day of July, 2008.

  
Gregory K. Schroeder

((H08000184490 3))

(((ED8000184490 3)))

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

PURSUANT TO THE PROVISIONS OF SECTION 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 **SCHROEDER HOLDINGS, LLC.**
2. The name and address of the registered agent and office is:

*Gregory K. Schroeder*  
3280 Lake Shore Drive  
Orlando, Florida 32803

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.

*Gregory K. Schroeder*  
\_\_\_\_\_  
Gregory K. Schroeder

Dated this 17th day of July, 2008.

(((H08000184490 3)))

08 JUL-30 PM 12:55  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA