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#### PHILIP TATION

PROFESSIONAL ASSOCIATION

ATTORNEY AND COUNSELLOR AT LAW

POST OFFICE BOX 2545

WINTER PARK, FLORIDA 32790-2545

March 6, 2009

TELEPHONE (407) 629-4433

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1151 NORTH, ORANGE AVENUE, VINTER HARK, FLORIDA 32789

TARK OF STATE

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Wild Turkey Management, LLC

Gentlemen/Ladies:

Enclosed are two (2) executed counterparts of the *Articles of Organization* of the referenced limited liability company, together with a check in the amount of \$155.00 to cover the following fees:

Filing Fee \$100.00
Certified Copy 30.00
Registered Agent Designation 25.00

Total \$155.00

The certified copy of the Articles of Organization should be returned to the undersigned.

Philip Tatích

PT/ddh

**Enclosures** 

cc: Client

## ARTICLES OF ORGANIZATION OF WILD TURKEY MANAGEMENT, LLC

The undersigned, desiring to form a limited liability company under and by virtue of the laws of the State of Florida and specifically pursuant to the provisions of Chapter 608, *Florida Statutes (2008)*, does hereby execute these *Articles of Organization*.

### ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the Company shall be **WILD TURKEY MANAGEMENT, LLC** and its principal office and mailing address shall be 1151 North Orange Avenue, Winter Park, Florida.

#### ARTICLE II REGISTERED AGENT

The name and street address of the initial registered agent and registered office of this Company shall be **PHILIP TATICH**,1151 North Orange Avenue, Winter Park, Florida 32789.

## ARTICLE III COMMENCEMENT DATE AND TERM OF EXISTENCE

This Company shall have perpetual existence which shall commence upon the subscription and acknowledgment of these Articles of Organization.

### ARTICLE IV MANAGEMENT OF THE COMPANY

This Company is to be managed by one or more members and is, therefore, a member-managed company. The initial members of the Company shall be Gregg A. Wasserman, Lena K. Wasserman and Philip Tatich.

### ARTICLE V ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in the manner set forth in the Operating Agreement of this Company.

#### ARTICLE VI PURPOSE

The Company's business and purpose shall consist solely of management responsibilities with respect to Wild Turkey Venture, LLC, a Florida limited liability company and such incidental activities as are necessary, incidental or appropriate in connection with such management responsibilities.

## ARTICLE VII <u>EFFECT OF BANKRUPTCY, DEATH,</u> <u>INCOMPETENCY OR WITHDRAWAL OF A MEMBER</u>

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. In the event that the Company has only one Member, such Member may not withdraw as a Member of the Company without the prior written consent of the Lender, which consent may be granted, withheld or conditioned in the Lender's sole

discretion, including, without limitation, the condition that a succeeding Member acceptable to Lender in Lender's sole discretion exist and succeed the withdrawing Member so that the operations and existence of the Company continue.

## ARTICLE VIII GOVERNING PROVISIONS

In the event of any conflicts between the terms and conditions of these Articles of Organization and the Company's Operating Agreement or similar organizational documents, the terms and conditions of these Articles of Organization shall-govern, but only to the extent of any such conflicts.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 6th day of March, 2009

Philip Tatich, as Authorized Agent

#### **ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been designated as the Registered Agent in the foregoing Articles of Organization of Wild Turkey Management, LLC, a Florida limited liability company, does hereby accept such designation and agrees to comply with the requirements of law incident thereto.

Philip Tatich
1151 North Orange Avenue

Winter Park, Florida 32789

K.\LLC\WILD TURKEY MGMNT\AOO.wpd