

L10000005599

Florida Department of State
Division of Corporations
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.

(((H10000010513 3)))



H10000010513ABCL

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 : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (727) 441-8966
Fax Number : (727) 442-8470

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA/FOREIGN LIMITED LIABILITY CO.
HICKORY POINTE II, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$130.00

FILED
10 JAN 15 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

10 JAN 15 PM 3:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN

JAN 19 2009

EXAMINER

H10000010513 3

**ARTICLES OF ORGANIZATION
OF
HICKORY POINTE II, LLC**

The undersigned hereby certifies that it has formed a limited liability company under the
State of Florida.

**ARTICLE I
Name**

The name of the limited liability company shall be **HICKORY POINTE II, LLC.**

**ARTICLE II
Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:
625 Court Street, Clearwater, Florida 33756

**ARTICLE III
Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall
continue into perpetuity, or until dissolved in a manner provided by law or by an operating
agreement adopted by the Members of the limited liability company.

**ARTICLE IV
Purposes**

The limited liability company may engage in the transaction of any or all lawful business
for which limited liability companies may be formed under the laws of the State of Florida or
elsewhere as authorized.

**ARTICLE V
General Powers**

The limited liability company shall have the power to:

- (a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or

Thomas C. Nash, II, Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756

H10000010513 3

FILED
JAN 15 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or outside the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

Thomas C. Nash, II, Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756

FILED
10 JAN 15 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(p) Have and exercise all other powers necessary or convenient to effect its purposes.

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is Thomas

H10000010513 3

C. Nash, II. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Thomas C. Nash, II is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VII
Management

The management of the limited liability company shall be vested in at least one Manager. The Manager shall have the powers granted to him in the Operating Agreement, if such agreement is adopted by the Company or as otherwise available under the laws of the State of Florida.

ARTICLE VIII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Members interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

ARTICLE IX
Restrictions on Membership

No new Members shall be admitted to the limited liability company without the prior

Thomas C. Nash, II, Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756

FILED
10 JAN 15 AM 8:29
TALLAHASSEE
SECRETARY OF STATE

consent of a majority of the existing Members interests. Contributions required of new Members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the Operating Agreement of the limited liability company. Additional restrictions and conditions on membership may be set forth in Operating Agreement.

ARTICLE X
Operating Agreement

The Members of the limited liability company may adopt an operating agreement pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XI
Acknowledgment

The undersigned, being the Members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **HICKORY POINTE II, LLC**. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XII
Voting

Each Member's vote shall be weighted in proportion to the Member's initial capital accounts plus any additional capital contributed by the Members at the request of the limited liability company.

Thomas C. Nash, II, Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756

5

H10000010513 3

FILED
10 JAN 15 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FL 32304

H10000010513 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 15th day of January, 2010.

By: 

Thomas C. Nash, II
Attorney and Authorized Representative
for the Members

FILED
10 JAN 15 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas C. Nash, II, Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756

H10000010513 3

H10000010513 3

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

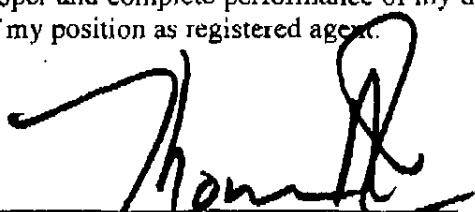
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **HICKORY POINTE II, LLC**
2. The name and address of the registered agent and office is:

Thomas C. Nash, II
625 Court Street
Suite 200
Clearwater, Florida 33756

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.

Dated this 15th day of January, 2010.


Thomas C. Nash, II

FILED
10 JAN 15 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G:\TCN\INTERVES.NAT\Corporate Documents\Hickory Pointe II, LLC\Articles II.doc

H10000010513 3

Thomas C. Nash, II, Esq.
Macfarlane, Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756