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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

APR 2 2010

EXAMINER

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: GSP XIII, LLC**

\_\_\_\_\_  
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Albert J. Vitto III, Esq.

\_\_\_\_\_  
Name of Person

SARAGA & LIPSHY, PA

\_\_\_\_\_  
Firm/Company

201 NE First Avenue

\_\_\_\_\_  
Address

Delray Beach, Florida 33444

\_\_\_\_\_  
City/State and Zip Code

vitto@slpalaw.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Albert Vitto

\_\_\_\_\_  
Name of Person

at ( 561 ) 330-0660

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &  
Certificate of Status

☒ \$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED  
10 APR 11 PM 5:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**OF**

**GSP XIII, LLC**

The undersigned, being authorized to execute and file these Articles of Organization ("Articles"), hereby certifies that:

**ARTICLE I - Name**

The name of the Limited Liability Company is "GSP XIII, LLC" (hereinafter the "Company").

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

900 North Federal Highway, Suite 300  
Boca Raton, Florida 33432

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be: **Perpetual**

**ARTICLE IV -- Purpose**

The purpose for which this limited liability company is organized is to engage in any activity or business permitted under law.

**ARTICLE V - Management**

The Limited Liability Company is to be managed by the Managing Member ("Managing Member") who is as follows:

First Southern Bank, a Florida banking corporation  
900 North Federal Highway, Suite 300  
Boca Raton, Florida 33432

**ARTICLE VI - Admission of Additional Members**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the operating agreement adopted by all members.

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TALLAHASSEE, FLORIDA

### ARTICLE VII - Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on 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 the limited liability company shall be governed by the operating agreement adopted by all members.

### ARTICLE VIII - Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

### ARTICLE IX - Operating Agreement

Any Operating Agreement (as defined in Section § 608.402(24) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 27 day of March, 2010.

Patricia A. Parrott

Signature of a member or authorized representative of a member

(In accordance with Section §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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10 APR -1 PM 5:01  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is:

**GSP XIII, LLC**  
**900 North Federal Highway, Suite 300**  
**Boca Raton, Florida 33432**

2. The name and address of the registered agent and office is:

First Southern Bank, a Florida banking corporation  
900 North Federal Highway, Suite 300  
Boca Raton, Florida 33432

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.

First Southern Bank, a Florida banking corporation

By:

Patricia A. Parrott

Date

3/24/10

STATE OF FLORIDA }

COUNTY OF PALM BEACH }

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10 APR - 1 PM 5:01  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Trish Parrott/SVP Credit Adm. who is personally known to me (✓) or who did furnish \_\_\_\_\_ for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of March, 2010.

NOTARY PUBLIC

Mirza Galvez

Printed Name of Notary

(Seal)

