

L10000056242

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.

((H10000123557 3)))



H100001235573ABCY

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

L. SELLERS

MAY 25 2010

From:

Account Name : WEBSTER & PARTNER
Account Number : I20000000284
Phone : (407)691-0500
Fax Number : (407)691-0501

EXAMINER

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

Email Address: dmuckunlall@wplawyers.com

RECEIVED
10 MAY 25 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO.
AVALON SENIOR GP, LLC

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

FILED
10 MAY 25 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H10000123557 3)))

**ARTICLES OF ORGANIZATION
OF
AVALON SENIOR GP, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be, AVALON SENIOR GP, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the operating agreement (as defined in §608.402 (24) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be:

AVALON SENIOR GP, LLC
3680 Avalon Park East Boulevard, Suite 300
Orlando, FL 32828

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of this Company shall be 450 North Wymore Road, Winter Park, Florida 32789, and its initial registered agent at such office shall be W&P Services, Inc.

**ARTICLE V
ADDITIONAL MEMBERS**

Pursuant to §608.4232, of the Act, additional members may be admitted as provided in the operating agreement, as amended from time to time.

((H10000123557 3)))

**ARTICLE VI
CONTINUATION OF BUSINESS**

Pursuant to §608.441(1)(d), Florida Statutes, this Company shall have the right to continue the Company's business upon the occurrence of any event that terminates this Company because there are no members.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by manager(s) appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with such positions under corporate law. The Company may also designate persons as Directors, under the Operating Agreement, who shall act in a manner similar to directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:


Directors: Beat M. Kahli

Officers: Beat M. Kahli - President
Eric B. Marks - Vice President
Eric B. Marks - Treasurer
Eric B. Marks - Secretary

The address of the managers shall be as follows:

3680 Avalon Park East Boulevard, Suite 300
Orlando, FL 32828

IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.408(1)(a) of the Act.



David A. Webster, authorized agent for a
member of the Company

Dated: 20 May 2010

(((H10000123557 3)))


((H10000123557 3)))

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

AVALON SENIOR GP, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates W&P Services, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 450 North Wymore Road, Winter Park, Florida 32789.

DATED this 20th day of May 2010.



David A. Webster, authorized agent for a
member of the Company

Having been named as registered agent to accept service of process for the above named limited liability company, at the place designated in this certificate, I, on behalf of W&P Services, Inc., as its president, hereby agree to 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 20th day of May 2010.

W&P Services, Inc., a Florida corporation

By: 

David A. Webster, President

((H10000123557 3)))