

10/28/2010 09:18 FAX 813 229 5946

GLENN RASMUSSEN

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Florida Department of State
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Fax Number : (850) 617-6383

From:

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Account Number : I19990000156
Phone : (813) 229-3333
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FLORIDA LIMITED LIABILITY CO.
ANCILLARY BUSINESS VENTURES, LLC

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EXAMINER

**GLENN RASMUSSEN
FOGARTY & HOOKER**

BUSINESS LAW

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FAX TRANSMITTAL MEMORANDUM

DATE: 10-28-10

FAX NO: 850-688-1919

TO: DIVISION OF CORPORATIONS

FROM: MARY MCKAY / GLENN RASMUSSEN, ET. (813) 229-5946

RE: ACCT # I19990000156

ANCILLARY BUSINESS VENTURES, LLC.

THIS COMMUNICATION IS INTENDED ONLY FOR THE PERSON TO WHOM IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS CONFIDENTIAL, LEGALLY PRIVILEGED, OR OTHERWISE RESTRICTED FROM DISCLOSURE TO ANYONE ELSE. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY THE SENDER BY TELEPHONE AND RETURN THE ORIGINAL TELECOPY BY MAIL TO THE SENDER AT THE ADDRESS LISTED ABOVE. ANY USE, DUPLICATION, DISSEMINATION, OR DISTRIBUTION OF THIS COMMUNICATION BY ANYONE WHO RECEIVED IT IN ERROR IS STRICTLY PROHIBITED. THANK YOU.

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MESSAGE:

Client No.

Please use the attached document (Articles) for your records AND for our requested Certified Copy. At the time of filing (10/27/10 @ 6:55pm) the first page of the Articles contained the incorrect document number (H199992352243). The correct #, as shown on the attached, is H100002352243.

Thank you

Mary McKay

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**ARTICLES OF ORGANIZATION
OF
ANCILLARY BUSINESS VENTURES, LLC**

The undersigned authorized representative executes these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is Ancillary Business Ventures, LLC.

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is:

13577 Feather Sound Drive, Suite 400
Clearwater, Florida 33762-5539

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent are:

William G. Tapp
13577 Feather Sound Drive, Suite 400
Clearwater, Florida 33762-5539

ARTICLE IV. MANAGEMENT OF COMPANY

The business of the limited liability company will be managed by one or more managers who will be elected or appointed by the members of the limited liability company in the manner set forth in its Operating Agreement. The initial managers are as follows:

Robert J. Batz
Paul C. Dunham
Steven W. Grove
Daniel J. Johnson
Jack W. Kirkland, Jr.
Cindy A. Mull
Bruce H. Murphy
Andrew J. Russ
William G. Tapp

The managers have the power and authority, to the exclusion of the members, to manage the affairs and business of the limited liability company and will hold the office and have the responsibilities that are conferred on the managers in the Operating Agreement of the limited liability company. A member of the limited liability company does not have any authority to incur any contractual liability or obligation on behalf of the limited liability company, unless the member is also a manager of the limited liability company.

ARTICLE V. PURPOSE, POWERS, AND AUTHORITY

The limited liability company is organized for any lawful purpose, except banking and insurance. In furtherance of its purpose, the limited liability company has full power and authority to do all acts and things authorized by law to carry out its affairs and business, including without limitation the power and

Articles of Organization

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authority to do everything described in the Florida Limited Liability Company Act and the following:

- (a) Sue or be sued, or defend or complain, in its name;
- (b) Transact any lawful business that will aid governmental policy;
- (c) Cease its business activities, wind up its affairs, liquidate, and dissolve;
- (d) Make donations to the public welfare or for charitable, scientific, or educational purposes;
- (e) Conduct its business, locate its offices, and exercise all the powers of a limited liability company within or outside the State of Florida;
- (f) Adopt, amend, and repeal an Operating Agreement for the operation and administration of its affairs that is consistent with these Articles of Organization;
- (g) Sell, lend, lease, assign, convey, pledge, exchange, mortgage, transfer a security interest in, or otherwise encumber or dispose of all or any part of its assets or property;
- (h) Make contracts, agreements, commitments, and undertakings that are conducive, incidental, or necessary to the conduct of its business and the accomplishment of its purposes;
- (i) Elect or appoint agents, officers, and managers, define their duties, and fix their compensation, all in accordance with the Operating Agreement adopted by the members of the limited liability company;
- (j) Be a member, manager, partner, trustee, promoter, or shareholder of any trust, corporation, joint venture, limited liability company, general or limited partnership, or other business organization;
- (k) Acquire, receive, or possess by lease, exchange, purchase, subscription, or otherwise any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located;
- (l) Pay, fund, and provide employee welfare and retirement benefits for employees and former employees and establish employee welfare and retirement benefit plans, trusts, and arrangements for any or all of its managers and employees;
- (m) Own, use, hold, operate, develop, maintain, improve, renovate, construct, rehabilitate, or otherwise deal in or with any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located;
- (n) Engage agents, brokers, lawyers, appraisers, accountants, consultants, asset managers, property managers, and other advisors, professionals, and representatives who are conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes;
- (o) Hold, sell, purchase, transfer, exchange, or otherwise invest and reinvest its funds in mortgages, securities, real estate, promissory notes, certificates of deposit,

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money market funds, guaranteed investment contracts, securities repurchase agreements, and other kinds of investments;

- (p) *Indemnify any agent, officer, member, manager, employee, or other person as provided by law against liabilities and expenses incurred by the person in connection with the defense of any suit, action, or proceeding, whether civil, criminal, or administrative, to which the person is a party;*
- (q) *Vote and otherwise exercise the voting, dissenting, and consensual rights and powers of any stock, membership interest, partnership interest, or other voting interest owned or possessed by it with respect to any other corporation, limited liability company, general or limited partnership, or other business organization;*
- (r) *Renew, recast, modify, extend, increase, refinance, or prepay, as a whole or in part, any liability, obligation, or indebtedness of the limited liability company, and to renew, extend, or modify any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any of its income or property that serves as security for any liability, obligation, or indebtedness of the limited liability company;*
- (s) *Borrow money, incur liabilities, obligations, and indebtedness, and issue bonds, debentures, promissory notes, and other evidences of obligations to pay money in furtherance of the conduct of its business and the accomplishment of its purposes and to secure any liability, obligation, or indebtedness of the limited liability company by a pledge, mortgage, deed of trust, security interest, or other lien or encumbrance on all or any part of its income or property;*
- (t) *Extend credit, lend money or other property, and otherwise provide financial assistance to any member, manager, officer, employee, or other person for the benefit of the limited liability company, with or without security, and receive and hold any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any income or property of another person as security for repayment of any loan or extension of credit; or become directly or contingently liable as a surety, endorser, co-obligor, guarantor, or accommodation party for the payment or performance of any liability, obligation, or indebtedness of another person that the managers of the limited liability company consider to be conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes, including entering into any contract of guaranty or suretyship that is conducive, incidental, or necessary to the conduct of the business or accomplishment of the purposes of a corporation, partnership, or limited liability company of which a majority of the outstanding stock, partnership interests, or membership interests, is owned directly or indirectly by the limited liability company, a corporation, partnership, or limited liability company that owns directly or indirectly a majority of the outstanding membership units of the limited liability company, or a corporation, partnership, or limited liability company of which a majority of the outstanding stock, partnership interests, or membership interests, is owned directly or indirectly by a corporation, partnership, or limited liability company which owns directly or indirectly a majority of the membership units of the limited liability company; and*
- (u) *Engage in any other activity, make any payment or donation, enter into and perform any contract, and do any and all other acts and things that are consistent with law and conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes.*

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ARTICLE VI. ASSIGNMENT OF MEMBERSHIP INTERESTS

A membership interest in the limited liability company is not assignable as a whole or in part, and an assignee of a member's interest in the limited liability company will not have any right to become a member of the limited liability company, participate in the management of the business and affairs of the limited liability company, or exercise any other rights or powers of a member of the limited liability company, except with the consent of all the members or as otherwise provided in the Operating Agreement of the limited liability company.

ARTICLE VII. COMMENCEMENT OF EXISTENCE


The existence of the limited liability company will commence on the date and time when these Articles of Organization are filed by the Florida Department of State.

DATE: October 26, 2010


William G. Tapp, Member**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the limited liability company named above at the place designated in these Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 608, *Florida Statutes*.

DATE: October 26, 2010


William G. Tapp, as Registered Agent

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