

L110000018800

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

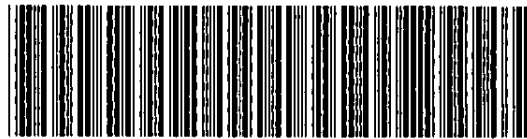
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EXAMINER



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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 2/9/2011

B. KOHR

FEB 14 2011

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 02/11/2011

REF. #: RA3638.142472

CORP. NAME: PARK INVESTORS VII, LLC

FILE FIRST

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 FEB 11 AM 9:36

EFFECTIVE DATE 2/9/2011

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 538533 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

EFFECTIVE DATE 2/9/2011

**ARTICLES OF ORGANIZATION
OF
PARC Investors VII, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I – NAME

The name of the limited liability company is PARC Investors VII, LLC (the "Company").

ARTICLE II – ADDRESS

The street address of the principle office and the mailing address of the company are:

7892 Baymeadows Way
Jacksonville, FL 32256

ARTICLE III – PURPOSE

The company is organized for the purpose of performing all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – DURATION AND EXISTENCE; EFFECTIVE DATE

The company will exist perpetually. These Articles of organization shall be effective as of February 9, 2011, unless the filing of these Articles of Organization occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V – CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The Company hereby (i) designates 515 East Park Avenue, Tallahassee, Florida 32301 as the street address of the Company's registered office, and (ii) names CorpDirect Agents, Inc., as the Company's registered agent at that address to accept service of process within the State of Florida.

Prepared by:
Kristen Hansen
Business Analyst
PARC Management, LLC
7892 Baymeadows Way
Jacksonville, FL 32256
(904) 732-7272

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ARTICLE VII -- MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII -- INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of fact that such person is or was a director or officer of the company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Company of (1) written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advance expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

IN WITNESS THEREOF, the undersigned has hereunto set her hand and seal this 11th day of February 2011.

PARC Investors VII, LLC

By: Kristen Hansen
Kristen Hansen
Authorized Representative

Prepared by:
Kristen Hansen
Business Analyst
PARC Management, LLC
7892 Baymeadows Way
Jacksonville, FL 32256
(904) 732-7272

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts the obligations of such position.

Dated: 2/11/11

CorpDirect Agents, Inc.

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary

Prepared by:
Kristen Hansen
Business Analyst
PARC Management, LLC
7892 Baymeadows Way
Jacksonville, FL 32256
(904) 732-7272