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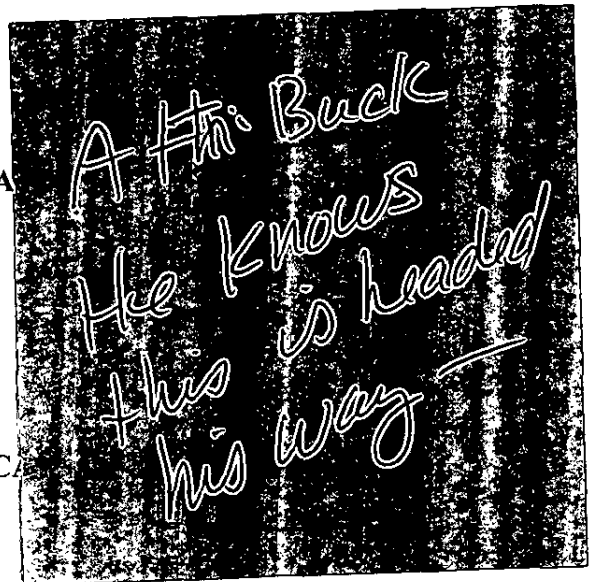
DATE: 03-21-11

NAME: NOTEHOLDER RESERVE, LLC

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: \$160

RETURN: CERTIFIED COPY AND CERTIFICATE



ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A handwritten signature in black ink, appearing to be "Abbie/Paul Hodge", written over the printed name "ABBIE/PAUL HODGE". The signature is written in a cursive, somewhat slanted font.

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**ARTICLES OF ORGANIZATION
OF
NOTEHOLDER RESERVE, LLC**

The undersigned, acting as the organizer of NOTEHOLDER RESERVE, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is NOTEHOLDER RESERVE, LLC (the "Company").

ARTICLE II - Address:

The street address of the principal office and the mailing address of the Company is in c/o Randy Alligood, 390 N. Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Member(s), unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement. The initial Manager shall be Bob Alligood.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the written consent of the then existing Members of the Company owning a majority of the outstanding percentage interest in the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1400 Orlando, Florida 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

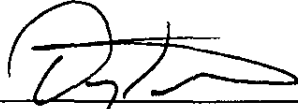
ARTICLE IX - Indemnification:

Each person (including the heirs, executors, administrators, and estate to each person) (1) who is or was a Member, or (2) who is or was a Manager of the Company, shall be indemnified by the Company as of right, other than with respect to any action by, or in the right of, the Company, to the fullest extent permitted or authorized by the Act or future legislation or by current or future judicial or administrative decision (but, in the case of future legislation or decision, only to the extent that it permits the Company to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a Member or Manager, but only if the Members determine that he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Company may maintain insurance, at its expense, to protect itself and the indemnified persons against all fines, liabilities, costs and expenses, including attorneys' fees, whether or not the Company would have the legal power to indemnify him directly against such liability.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon 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 WITNESS WHEREOF, the undersigned, as Authorized Representative, has executed these Articles of Organization as of the 21st day of March, 2011.

A handwritten signature in black ink, appearing to read 'D. Starcher', is written over a horizontal line.

Douglas E. Starcher, Authorized Representative

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 NOTEHOLDER RESERVE, LLC.
2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc.
390 N. Orange Avenue, Suite 1400
Orlando, Florida 32801

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.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: 
Name: Douglas E. Starcher
Title: Vice President

Dated as of the 21 day of March, 2011.