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LAW OFFICES  
**JOHN P. WILKES**

Professional Association  
SUITE 101A

901 SOUTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33316  
EMAIL: JWILKES@JPWPA.COM

TELEPHONE: (954) 467-9200

FACSIMILE: (954) 467-6508

July 21, 2011

**Via Federal Express**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Organization of B & G Oviedo Venture, LLC

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Organization for the above-referenced Company. I am also enclosing my check in the amount of \$130.00, which represents the filing fee (\$125.00) and a Certificate of Good Standing (\$5.00). Enclosed is a self-addressed and stamped envelope for your convenience.

Should you have any questions regarding the foregoing, please call me.

Sincerely,



JEAN T. SHERMAN  
Paralegal

/jts  
Enclosures

**ARTICLES OF ORGANIZATION**

**OF**

**B & G OVIEDO VENTURE, LLC**

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Florida Statute Section 608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED COMPANY**

In accordance with Florida Statute Section 608.406, the limited liability company's name shall be "**B & G Oviedo Venture, LLC**".

**ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY**

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Florida Statute Section 608.490(1).

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

The mailing and street address of this limited liability company's principal office is as follows:

**Mailing Address/Street Address**

901 S. Federal Highway, Suite 101  
Fort Lauderdale, FL 33316

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered address in the State of Florida is: **901 S. Federal Highway, Suite 101A, Fort Lauderdale, FL 33316**. The name of the registered agent at such registered office is: **John P. Wilkes, Esq.**

**ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this Article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees

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to comply with any operating agreement then in effect governing this limited liability company, and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount set forth in this limited liability company's Operating Agreement.

#### **ARTICLE VI - CLASSES OF MEMBERS; SHARING OF PROFITS AND LOSSES**

Pursuant to Florida Statute Section 608.4231(1) and 608.4261, this limited liability company may have different classes of Members having such relative rights, powers and duties as specified in the Operating Agreement, including differences among such classes of Members for sharing of profits and losses. In accordance with Florida Statute Section 608.4261, the profits and losses of this limited liability company shall be allocated among Members as so specified in the Operating Agreement; provided, however, that if the Operating Agreement does not provide for, or is silent as to, the allocation of profits and losses among Members, profits and losses shall be allocated on the basis of capital contribution made by each Member to the extent that such contributions have been received by the limited liability company and have not been returned; provided further, however, that in all events the Operating Agreement may specifically contain special allocations of profits and losses among different classes of Members. Further, in accordance with Florida Statute Section 608.4231, these Articles and/or the Operating Agreement may limit any Members' or class of Members' ability to vote on certain items such as the composition of management as set forth in Article VIII hereof.

#### **ARTICLE VII - PURPOSE AND CONTINUATION OF BUSINESS**

The limited liability company's business and purpose (referred to hereafter as "Business") shall consist solely of the following:

A. The acquisition, ownership, operation and management of that certain real property developed as a commercial retail center located at 60 West Mitchell-Hammock, in the City of Oviedo, County of Seminole, Florida (referred to hereafter as "Property"), pursuant to the terms of these Articles of Organization.

B. To engage in such other lawful activities permitted to limited liability companies by the laws of the State of Florida, as are incidental, necessary or appropriate to the foregoing.

The remaining Members of this limited liability company are specifically given the right to continue the Business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

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## ARTICLE VIII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by one (1) Manager, **Williams A. Joyner**, during their lifetimes and no other persons or individuals shall have the right to so manage this limited liability company unless **Williams A. Joyner**, or his survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Florida Statute Section 608.407(d) and shall be so managed by **Williams A. Joyner** until he has resigns, dies or retires, or consents to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a Successor Manager, **Gregory A. Palka**, shall be the Successor Manager. Such Successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company, or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of units in this limited liability company. In accordance with the foregoing, the names and addresses of the Managers of this limited liability company are:

Name of Manager:

Address:

**Williams A. Joyner**

**901 S. Federal Highway, Suite 101  
Fort Lauderdale, FL 33316**

Notwithstanding anything to the contrary contained in Florida Statute Section 608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to Members from the limited liability company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager of Managers herein named shall have all of the rights afforded under Florida Statute Section 608.422(4)(b) (or successor statute); and the rights afforded the Manager or Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

## ARTICLE IX - OWNERSHIP RIGHTS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, which may be divided into different classes or groups in accordance with Florida Statute Section 608.4231(1); provided, however, that the total maximum aggregate number of ownership units of all classes shall not exceed ten thousand (10,000) units. The Manager shall determine the number and class of each unit. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members, a portion of its authorized ownership unit and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units of that class outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units of that class outstanding is the denominator. Each Member of each class shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the Operating Agreement or as specified in Article VI of these Articles if the Operating Agreement is silent as to that matter.

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**ARTICLE X - OPERATING AGREEMENT**

Upon the unanimous written consent of all Members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable. To the extent that no Operating Agreement is adopted by Members, then these Articles of Organization and, to the extent not inconsistent with these Articles of Organization, Florida Statute Chapter 608 shall govern relations among the Members, Managers and this limited liability company.

IN WITNESS WHEREOF, the undersigned, Member(s) of this limited liability company, have executed these Articles of Organization, this 11 day of July, 2011.

B & G OVIEDO VENTURE, LLC, a Florida limited liability company

BY: Williams A. Joyner  
Williams A. Joyner, Manager

STATE OF FLORIDA  
COUNTY OF BROWARD

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BEFORE ME, personally appeared **Williams A. Joyner**, the signor who personally appeared before this at the time of this notarization and is ☒ personally known to me or ☐ has produced a valid Florida Drivers License as identification, and is know to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

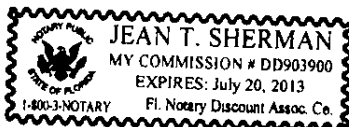
WITNESS my hand and official seal this 11<sup>th</sup> day of July, 2011.

(SEAL)

Jean T. Sherman  
Signature of Notary Public

Jean T. Sherman  
Printed Name of Notary Public

My Commission Expires:



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That B & G OVIEDO VENTURE, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Fort Lauderdale, State of Florida, has named **John P. Wilkes, Esquire, of John P. Wilkes, P.A.**, located at 901 S. Federal Highway, Suite 101A, Fort Lauderdale, FL 33316, as its agent to accept service of process.

Signature: \_\_\_\_\_

*Williams A. Joyner*  
Williams A. Joyner  
Manager

Date: \_\_\_\_\_

*7/11/11*

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**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company names in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

John P. Wilkes, Esquire

Date

*[Handwritten signature]*  
*July 11, 2011*

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