

Division of Corporations

**L12000036946**

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**FLORIDA LIMITED LIABILITY CO.  
O.B. CARTER PARK, LLC**

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**FAX**

**TO** **FAX:** 18506176383

**FROM** **NAME:** Koger, Mireya P.

**RECIPIENT:** O.B. CARTER PARK, LLC - NEW FL FILING

Please find attached the electronic cover sheet and Articles of Organization for the referenced entity, for filing with the Florida Dept. of State, Division of Corporations.

Thank you,  
Mireya Koger

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Mireya Koger  
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Hunton & Williams LLP  
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Miami, FL 33131

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**ARTICLES OF ORGANIZATION  
OF  
O.B. CARTER PARK, LLC**

**ARTICLE I - NAME**

The name of the limited liability company is O.B. CARTER PARK, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 14360 NW 77th Court, Miami Lakes, Florida 33016.

**ARTICLE III - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV - PURPOSES**

The Company is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Law (the "Code")), including, without limitation, the following:

- (a) *To operate for purposes beneficial to the community as a whole and the promotion of the social welfare of the State of Florida, to which end the Company shall sponsor, organize, sponsor, produce, promote and/or participate in festivals, expositions, athletic contests and other similar or allied projects so that the residents of and visitors to the community shall become acquainted with, attracted to and interested in the climatic, recreational, commercial, agricultural, social, educational and economic resources of the area;*
- (b) *To accept, hold, administer, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any persons, corporations or other entities, or earned by it in its activities; and*
- (c) *To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for a company formed under Section 501(c)(3) of the Code.*

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**ARTICLE V - REGISTERED AGENT; REGISTERED ADDRESS**

The name of the registered agent of the Company is Abigail C. Watts-FitzGerald. The Florida street address of the registered agent of the Company is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI - MANAGEMENT**

The Company is to be member managed.

**ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the Company only in accordance with the terms and conditions of the Company's Operating Agreement.

**ARTICLE VIII - DISSOLUTION**

Upon the dissolution or winding up of the Company, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Company, shall be distributed to such of its member(s) as are then described in Section 501(c)(3) of the Code or, if no member is then so described, to an organization or organizations with similar purposes and aims. Each such organization shall be described in Section 501(c)(3) of the Code.

**ARTICLE IX - LIMITATIONS**

Notwithstanding any powers granted to the Company under its Operating Agreement or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the net earnings of the Company shall inure to the benefit of any director or officer of the Company or any private individual (except that reasonable compensation may be paid for services rendered to or for the Company affecting one or more purposes, and except to the extent that benefit accrues to persons in accordance with the carrying out of the Company's charitable purposes as herein defined), and no director or officer of the Company or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Company.

(b) No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(c) The Company shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Organization, the Company shall not conduct or carry on any activities not permitted to be conducted or

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carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(c)(2), 2522(a)(2) or 2055(a)(2) of the Code.

IN WITNESS WHEREOF, the O.B. CARTER PARK, LLC has caused these Articles of Organization to be executed by its duly authorized representative as of March 14, 2012.

By: 

Abigail C. Watts-FitzGerald  
Authorized Representative

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

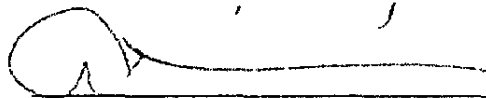
**WITNESSETH:**

That O.B. CARTER PARK, LLC desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 14<sup>th</sup> day of March, 2012.



Abigail C. Watts-FitzGerald  
Registered Agent

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