

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000168986 3)))



H120001689863ABC8

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : LIGHTSEY & ASSOCIATES, PA  
Account Number : I20060000130  
Phone : (407) 622-0025  
Fax Number : (407) 622-0026

FILED  
12 JUN 26 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FLORIDA LIMITED LIABILITY CO.  
FR RETAIL DEVELOPMENT, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

RECEIVED  
12 JUN 26 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

HI2000168986 3

**ARTICLES OF ORGANIZATION  
OF  
FR RETAIL DEVELOPMENT, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the "Company") shall be:

FR Retail Development, LLC

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office of the Company shall be:

5100 Artesa Way West  
Palm Beach Gardens, FL 33418

The mailing address of the Company shall be:

5100 Artesa Way West  
Palm Beach Gardens, FL 33418

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 2105 Park Avenue North, Winter Park, FL 32789, and the initial registered agent of the Company at such office shall be Matthew S. Smith. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

HI2000168986 3

FILED  
12 JUN 26 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H12000168986 3

**ARTICLE IV****Operating Agreement**

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

**ARTICLE V****Management of Business**

The business of the Company shall be managed by Managers elected by the Members holding a majority of the Membership Interests in the Company. The Managers may be, but are not required to be, Members of the Company. The Managers shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company. The initial Manager of the Company shall be Peter Bergner.

**ARTICLE VI****Amendment of Articles of Organization**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all of the Members.

**IN WITNESS WHEREOF**, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.

  
Matthew S. Smith, Authorized Representative

H12000168986 3

**FR RETAIL DEVELOPMENT, LLC**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 26<sup>th</sup> day of June, 2012.

  
Matthew S. Smith

FILED  
12 JUN 26 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA