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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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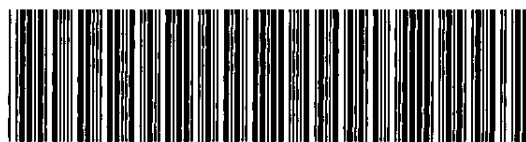
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

D. BRUCE

NOV 05 2012

EXAMINER

Creating a Florida Limited Liability Company ("LLC") (single member)

Here are the documents needed to create a "single-member" LLC subsidiary for a nonprofit developer. THIS FILE CONTAINS FOUR SEPARATE DOCUMENTS SEPARATED BY PAGE BREAKS. Use the "search and replace function of your word processor to easily replace the merge codes throughout all of the documents.

- (1) Instructions
- (2) Articles of Organization
- (3) Cover letter to Fla. Department of State.
- (4) Operating Agreement
- (5) Background educational article on LLC's

1. Instructions

The Articles of Organization need to be filed with the State of Florida. There is a \$125.00 filing fee. Prepare check for this amount made payable to "Secretary of State" and then mail the check and the executed Articles of Organization to:

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Even though the new LLC has only one "member" (perhaps a nonprofit development organization), it is still a good idea to have an "Operating Agreement". One benefit is that it enhances the LLC's limited liability protection (by bolstering the impression that the company has an arms length relationship with its single member). Another advantage is that lenders often expect to see an Operating Agreement when making a loan to an LLC. When an LLC has more than one member the Operating Agreement is entered into between the members. The enclosed Operating Agreement, however, is between the single member and the LLC itself. The "member" is required to sign the document twice in two different capacities (once as the "member" and once as the LLC's "manager"). To avoid confusion I have set the documents up so that a different officer signs on each line (the "president" signs for the "member" and the "vice president" signs for the manager of the LLC).

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**ARTICLES OF ORGANIZATION
OF
REDELL STREET REDEVELOPMENT LLC**

ARTICLE I - Company Name: The name of the Company is: REDELL STREET PARTNERS, LLC.

ARTICLE II - Mailing Address: The mailing address of this Company is:

3103 N. MAIN STREET, JACKSONVILLE, FL 32206

ARTICLE III - Street Address: The street address of the principal office of the Company is:

3103 N. MAIN STREET, JACKSONVILLE, FL 32206

ARTICLE IV - Registered Agent: The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

REGGIE FULLWOOD
3103 N. MAIN STREET, JACKSONVILLE, FL 32206

ARTICLE V - Management: The Company shall be managed by its members.

ARTICLE VI - No Personal Liability: The managers, officers and agents of the Company shall not be personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official or authorized capacity. The Company shall indemnify all of its managers, officers, and agents and all of its former managers, officers, and agents from such liability to the fullest extent permitted by law

ARTICLE VII - Amendments: The Articles of Organization of this Company may only be amended by the majority vote of the members and in compliance with the other limitations in these Articles of Organization. No members shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

ARTICLE VIII - 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 member has executed the foregoing Articles of Organization as of the 29th day of October, 2012.

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Member: Northwest Jacksonville Community Development Corporation, Inc.

By: _____

Date: 10-29-12

Title: _____

Member: Metro North Community Development Corporation, Inc.

By: _____

Date: 10/29/12

Title: Executive Director

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS
WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of Redell Street Partners, LLC. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Reggie Fullwood
Registered Agent

Date: 10/29/12

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