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Division of Corporations

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NO. 2549

Florida Department of State  
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FLORIDA LIMITED LIABILITY CO.  
NRP 4TH AVENUE EQUITY HOLDINGS LLC

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Help JAN 29 2013

Fax Audit No. H13000021363 3

**ARTICLES OF ORGANIZATION**

**OF**

**NRP 4<sup>TH</sup> AVENUE EQUITY HOLDINGS LLC**

The undersigned, acting as the organizer of NRP 4<sup>TH</sup> AVENUE EQUITY HOLDINGS 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 NRP 4<sup>TH</sup> AVENUE EQUITY HOLDINGS LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 5309 Transportation Blvd., Cleveland, Ohio 44125.

**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 Managers, except as provided in the Operating Agreement, and the names and addresses of the initial Manager is:

<u>Name</u>	<u>Address</u>
NRP Manager LLC	5309 Transportation Blvd. Cleveland, Ohio 44125

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the prior written consent of the then existing Members owning a majority of all of the Control Units (as defined in the Operating Agreement) of 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.

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Fax Audit No. H13000021363 3

NO. 6925  
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**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be CT Corporation System, and the street address of the Company's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated the written action of the Members owning a majority of the Control Units in the Company.

**ARTICLE IX - Indemnification:**

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

**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.

**(Signature Page Follows)**

Fax Audit No. H13000021363 3

JAN. 28. 2013 4:11PM

NO. 6925- P. 4

Fax Audit No. H13000021363 3

IN WITNESS WHEREOF, the undersigned authorized representative of the Company  
has executed these Articles of Organization as of this 28 day of January, 2013.

NRP MANAGER LLC,  
a Florida limited liability company,  
manager and authorized representative

By:   
Name: Alan F. Scott  
Title: Manager

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**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:

**NRP 4TH AVENUE EQUITY HOLDINGS LLC**

2. The name and address of the registered agent and office is:

**CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324**

Having been designated as the Registered Agent for NRP 4TH AVENUE EQUITY  
HOLDINGS LLC, the undersigned hereby accepts the designation and agrees to act as the  
Registered Agent of said limited liability company, and states that it is familiar with and accepts  
its statutory obligations as such, including those obligations contained in Chapter 608, Florida  
Statutes.

Dated this 28<sup>th</sup> day of January, 2013.

**CT CORPORATION SYSTEM**

By: *Madonna Cuddihy*  
Name: **Madonna Cuddihy**  
Title: **Special Assistant Secretary**

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