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Effective Date 6-18-13

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**FLORIDA LIMITED LIABILITY CO.
Winter Haven LL, LLC**

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**ARTICLES OF ORGANIZATION
OF
WINTER HAVEN LL, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

**ARTICLE I
NAME**

The name of the limited liability company is Winter Haven LL, LLC.

**ARTICLE II
Principal Office and Mailing Address**

The principal office address of the Company is #2 Wharfside Street, Suite 20, Charleston, SC 29401. The mailing address of the Company is P.O. Box 22246, Charleston, SC 29413.

**ARTICLE III
Initial Registered Agent and Office**

The street address of the initial registered office of the Company is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of its initial registered agent at that address is Fowler White Boggs P.A., c/o Jeffrey C. Shannon.

**ARTICLE IV
Effective Date**

The effective date of filing of these Articles of Organization shall be June 18, 2013.

**ARTICLE V
Purpose**

The Company's business and purpose shall consist solely of the following:

(1) to engage solely in the ownership, operation and management of certain real estate located at 6305 Cypress Gardens Boulevard, City of Winter Haven, State of Florida, Polk County (the "Property"), pursuant to and in accordance with these Articles of Organization and the Company's Operating Agreement; and

(2) to engage in such other lawful activities permitted to limited liability companies by the applicable laws and statutes for such entities within the State of Florida as are incidental, necessary or appropriate to the foregoing.

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ARTICLE VI
Limitations

Notwithstanding any other provision of these Articles and any provisions of law that otherwise so empowers the Company, the Company shall not, without the unanimous consent of its members, do any of the following:

- (1) engage in any business or activity other than those set forth in Article V;
- (2) do any act which would make it impossible to carry on the ordinary business of the Company, except as otherwise provided in these Articles;
- (3) borrow money or incur any indebtedness or assume or guaranty any indebtedness to any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on the Company's property; except, however, the manager or managing member, as applicable, is hereby authorized to assume financing (the "Loan") for the Company from Inland Mortgage Capital Corporation in such amount and on such terms as such manager or managing member may elect, and to grant a mortgage, deed of trust, lien or liens on the Company's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;
- (4) dissolve or liquidate, in whole or in part;
- (5) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (6) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Company or a substantial part of property of the Company, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take company action in furtherance of any such action; or
- (7) amend the Articles of Organization or the Operating Agreement of the Company.

In addition to the foregoing, the Company shall not, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, take any action set forth in items (1) through (5) or item (7) above.

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ARTICLE VII
Title to Company Property

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no member or manager shall have any ownership interest in any company property in its individual name or right and, each membership or other ownership interest in the Company shall be personal property for all purposes.

ARTICLE VIII
Separateness Provisions

The Company shall:

- (1) maintain books and records and bank accounts separate from those of any other person;
- (2) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (3) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (4) hold regular manager and member meetings, as appropriate, to conduct the business of the Company, and observe all other legal formalities;
- (5) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (6) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (7) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (8) conduct business in its own name, and use separate stationery, invoices and checks;
- (9) not commingle its assets or fund with those of any other person; and
- (10) not assume, guaranty or pay the debts or obligations of any other person.

ARTICLE IX
Management of the Company

The Company is to be a manager-managed company. The names and addresses of the managers are as set forth in the operating agreement.

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FOWLER WHITE BOGGS P.A.
FORT LAUDERDALE, FLORIDA

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Dated this 18th day of June 2013.

By: 

Jeffrey C. Shannon
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Winter Haven LL, LLC, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 18th day of June, 2013

REGISTERED AGENT:

FOWLER WHITE BOGGS P.A.

By: 

Jeffrey C. Shannon
Authorized Representative

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