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(((H18000131562 3)))



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FLORIDA LIMITED LIABILITY CO. STUDER/55 COMMUNITY ATHLETICS, LLC

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Electronic Filing Menu

Corporate Filing Menu

Help

H18000131562 3

ARTICLES OF ORGANIZATION OF STUDER/55 COMMUNITY ATHLETICS, LLC

The undersigned, Studer Properties LLP, a Florida limited liability partnership competent to contract and the sole member of STUDER/55 COMMUNITY ATHLETICS, LLC, hereby presents these Articles of Organization as the Articles of Organization of STUDER/55 COMMUNITY ATHLETICS, LLC, a limited liability company formed under the provisions of Chapter 605, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is STUDER/55 COMMUNITY ATHLETICS, Lfd.

This limited liability company is referred to in these Articles of Organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the Company's initial principal office is 321 N. Devilliers Street, Suite 103, Pensacola, Florida 32501. The Company's principal office may hereafter be at such other place or places as the member from time to time may determine.

ARTICLE III - PURPOSES AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and shall have all powers and rights which a limited liability company may exercise pursuant to Chapter 605, Florida Statutes.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of the Company is 321 N. Devilliers Street, Suite 103, Pensacola, FL 32501, and the name of the registered agent at that address is Mary P. Studer.

ARTICLE VI - MANAGEMENT

The Company shall be managed by a manager or managers who shall be appointed, removed or replaced by the members in accordance with the terms of the Operating Agreement for the Company. The name and address of the initial manager of the Company, who shall serve as the initial manager until a successor is elected or otherwise appointed in accordance with the Operating Agreement of the Company, are as follows:

Studer Properties LLP 321 N. Devilliers Street, Suite 103 Pensacola, FL 32501 SECRETARY OF STATE JIVISION OF CORPORATION

H18000131562 3

IN WITNESS WHEREOF, the undersigned member of the Company has executed these Articles of Organization on the date set forth below.

STUDER PROPERTIES LLP

By: Three Judes, or her successor, as Trustee of the Revocable Trust Agreement of Mary P. Studer, Dated the 19th Day of November, 2004,

as Amended from Time to Time

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Studer/55 Community Athletics, LLC. I am familiar with and accept the duties and obligations of such designation.

MARY P. STUDER

A3031330.DQC