

L 95000000210

Robert K. Graham Legal assistant

Robert K. Graham

(Requestor's Name)

PO Box 112

(Address)

Orlando FL 32802-0112

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

107-649-4000

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
MAR 15 1992
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

855
489, 1127, 671
295-5502

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1995

ROBIN K GRAHAM, LEGAL ASSISTANT
PO BOX 112
ORLANDO, FL 32802-0112

SUBJECT: MAHONE DEVELOPMENT III, L.C.
Ref. Number: W95000005502

We have received your document for MAHONE DEVELOPMENT III, L.C. and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 495A00011030

FILED
\$5.00
MAR 15 1961
SECRETARY OF STATE
FLORIDA

Articles of Organisation
of
Mahone Development III, L.C.

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Mahone Development III, L.C. (hereinafter referred to as the "Company"). The duration of the Company shall be fifty (50) years commencing as of the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Company is 210 First Street, S.W., Suite 240, Roanoke, VA 24011, and P. O. Box 8187, Roanoke, VA 24014, or such other place as the Members may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, 2300 Sun Bank Center, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

2. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Limited Liability Company Act.

ARTICLE V

Members

The initial members of the Company (the "Members") are:

- (1) The Bradley Company
210 First Street S.W.
Suite 240
Roanoke, Virginia 24011
and
P. O. Box 8187
Roanoke, Virginia 24014
- (2) Paco-Jon Development Corporation
5122 Rosecrest Drive
Pittsburgh, PA 15201

Additional members may be admitted from time to time only upon the written consent of a majority in interest of the Members, and under the terms and conditions upon which such consent may be conditioned.

ARTICLE VI

Management

1. The management of the Company is reserved to the Members. Members shall elect, by a majority in interest of the Members, a managing member of the Company to conduct the business affairs of the Company (the "Managing Member"), in accordance with the Regulations.

2. The following Member is designated to serve as the initial Managing Member of the Company until the first annual meeting of the Members:

<u>Name and address</u>	<u>Title</u>
The Bradley Company 210 First Street, S.W. Suite 240 Roanoke, Virginia 24011 and P. O. Box 8187 Roanoke, Virginia 24014	President/Secretary/ Treasurer

ARTICLE VII

Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon Members herein are granted subject to this reservation.

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal Regulations for the management of this Company shall be vested in the Board of Governors or the Members.

ARTICLE IX

Transferability of Members' Interest

A Member's interest in the Company may be transferred only with the unanimous written consent of all the remaining Members if the transferee intends to become a Member. Without such consent, the transferee shall not be entitled to become a Member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE X

Withdrawal, Retirement, Dissolution Death, Bankruptcy or Expulsion

In the event of withdrawal, retirement, dissolution, death, bankruptcy or expulsion of a Member, or the occurrence of any other event that terminates the continued membership of a Member, the Company shall terminate and be dissolved unless the remaining Members shall unanimously elect to remain in existence and continue in business.

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do execute, file and record these Articles of Organization, and do certify that the facts herein stated are true.

DATED as of the 31st day of December, 1994.

"Member"

THE BRADLEY COMPANY

Kevin M. Meredith
Witness

By: Robert N. Bradley
As its: President

Alma R. Martin
Witness

STATE OF VIRGINIA)
CITY) SS.
COUNTY OF ROANOKE)

The foregoing instrument was acknowledged before me this 27th day of December, 1994, by Robert N. Bradley, President of The Bradley Company, a Virginia corporation, He is personally known to me or has produced _____ as identification.

Cynthia E. Dix
(Notary Signature)

(NOTARY SEAL)

CYNTHIA E. DIX
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

MY COMMISSION EXPIRES 7-31-98

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Limited Liability Company Act, the following is submitted, in compliance with the statute:

That MAHONE DEVELOPMENT III, L.C., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Organization, at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at the registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Company, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of the statute relative in keeping open the office, and further state that I am familiar with §608.415, Florida Statutes.

A.G.C. Co.

By:


Kenneth C. Wright

As its: Vice President

DATED: March 6, 1995

FILED
MAR 10 1995
ORANGE COUNTY
FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF VIRGINIA)
) SS.
CITY OF ROANOKE)

BEFORE ME, the undersigned personally appeared Robert N. Bradley, as President of The Bradley Company, a Virginia corporation, on behalf of Mahone Development III, L.C., a Florida limited liability company (hereinafter referred to as the "Company"), who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Company made by each member is as follows:

The Bradley Company \$100.00

Paco-Jon Development Corporation \$100.00

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

None.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

Dated: February 27, 1995.

The Bradley Company, a Virginia corporation

Kevin M. Meredith
Print Name: KEVIN M. MEREDITH

By: _____
Robert N. Bradley

Robert N. Bradley
Print Name: ROBERT N. BRADLEY

As its: President

The foregoing instrument was acknowledged before me this
27TH day of February, 1995, by Robert N. Bradley, as President of
The Bradley Company, a Virginia corporation, on behalf of the
corporation. He is personally known to me or has produced _____
_____ as identification.

(NOTARY SEAL)

Cynthia E. Dix
(Notary Signature)


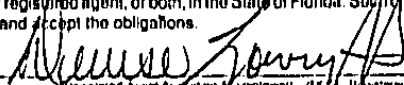
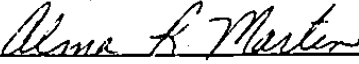
CYNTHIA E. DIX
(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____

MY COMMISSION EXPIRES 7-31-98

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company MAHONE DEVELOPMENT III, L.C. PO BOX 8187 ROANOKE VA 24014		DOCUMENT #L95000000210	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a		1a. Principal Place of Business Address 210 FIRST STREET SW SUITE 240 ROANOKE VA 24011	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	3. Date Organized or Qualified 03/15/1995	3a. State of Formation FL
		4. FEI Number 59 330 9546	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required
7. Name and Address of Current Registered Agent A.G.C. CO., 200 S ORANGE AVENUE 2300 SUN BANK CENTER ORLANDO FL 32801		8. Name and Address of New Registered Agent Name Denise Lowry Hudson, Sutter Feibin, Jennifer L. Hughes Street Address (P.O. Box Number is Not Acceptable) 703 NE 1st St. Suite, Apt. #, etc. City Gainesville Zip Code FL 32601	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE 		DATE 4/11/96	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	THE BRADLEY COMPANY ,	210 FIRST STREET NW, SUITE	ROANOKE VA 800001834448 -05/22/96--01042--016 ****238.75 ****238.75
11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		Alma R. MARTIN 4/12/96 (540)3453806	