

L9500000785

**BRENNAN, HAYSKAN, JEFFERSON, GORMAN, WALKER & SCHWERER, P.A.**  
ATTORNEYS AT LAW

JOHN T. BRENNAN  
THAD H. CARLTON (1906-1965)  
GARRISON M. DUNDAS  
WILLIAM F. GALLESE  
ROBERT J. GORMAN  
STEPHEN G. HAYSKAN  
BRADFORD L. JEFFERSON  
STEVEN R. MCCAIN  
ROBERT V. SCHWERER  
JAMES T. WALKER

515-519 SOUTH INDIAN RIVER DRIVE  
FORT PIERCE, FLORIDA 34950  
POST OFFICE BOX 3779  
FORT PIERCE, FLORIDA 34948-3779  
TELEPHONE (407) 461-2310  
FAX (407) 408-6580

October 24, 1995

Doris McDuffie,  
Corporate Specialist Supervisor  
New Filings Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: SMG REALTY ADVISORS, L.C.  
Reference Number: L95000000785

700001627437  
-11/03/95--01031--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

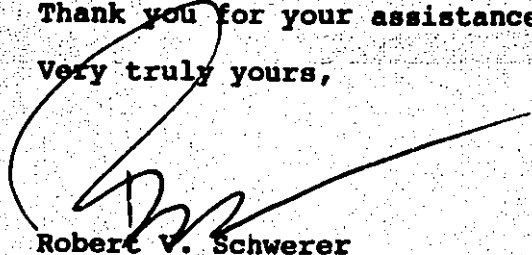
Dear Ms. McDuffie:

Thank you for your letter of October 17, 1995. We apologize for not including the total fees due for this filing.

Enclosed is this firm's check in the amount of \$35.00 to cover the deficiency mentioned in your letter. We trust this now completes this filing.

Thank you for your assistance.

Very truly yours,



Robert V. Schwerer  
RVS:jas  
Enclosure

35.00 C.C.

DMC  
10/26/95

# L95000000785

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515 - 519 South Indian River Drive  
Fort Pierce, Florida 34950

Post Office Box 3779  
Fort Pierce, Florida 34948-3779

(407)461-2310  
FAX (407)468-6580

September 24, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

800001611288  
-10/16/95--01012--001  
\*\*\*\*302.50 \*\*\*\*302.50

RE: SMG REALTY ADVISORS, L.C.

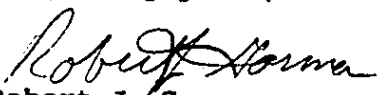
Gentlemen:

Enclosed herewith please find the original Articles of Organization for the above referenced limited liability company. You will also find this firm's check in the amount of \$302.50 which sum represents your filing fee for the same in the amount of \$250.00, plus a certified copy as filed of the Articles of Organization of \$52.50.

After filing, please return the certified copy to the undersigned.

Thank you.

Very truly yours,

  
Robert J. Gorman

RJG/cat

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
10/16/95

# ARTICLES OF ORGANIZATION

The undersigned hereby enter into these Articles of Organization of a Limited Liability Company, by and between J S REALTY, INC., EDWIN MERRITT and PAUL GREENE & ASSOCIATES, INC., and pursuant to Chapter 608, Florida Statutes, hereby organize SMG REALTY ADVISORS, L.C. and further agree:

## ARTICLE I

The name of the Limited Liability Company is SMG REALTY ADVISORS, L.C.

## ARTICLE II

The period of its duration shall be for thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State.

## ARTICLE III

The Limited Liability is organized for the purposes as follows:

- (a) To provide real estate consulting services, including, but not limited to, feasibility studies, marketing studies, realtor and brokerage services, management and appraisal services to property owners, developers, financial institutions, governmental bodies and members of the public;
- (b) To create and establish real estate development projects including aggregation of lands, creation and preparation of offering statements and circulars, proformas and proposals for the development of real property;
- (c) To purchase, acquire, develop, manage and sell real property and real estate developments;
- (d) To deal generally in all areas of real estate development, marketing, management and operation;
- (e) To perform fully any agreement with any member of the Limited Liability company;
- (f) To have all of the powers of Limited Liability companies generally organized and existing under Chapter 608, Florida Statutes or such powers as shall hereafter be conferred upon such companies by the laws of the State of Florida.

## ARTICLE IV

The Limited Liability company shall have as its place of business and its registered office at 4822 South U.S. Highway 1, Fort Pierce, Florida 34982. Its initial registered agent shall be PAUL GREENE, 4822 South U.S. Highway 1, Fort Pierce, Florida 34982.

## ARTICLE V

The total amount of cash and agreed upon value of property other than cash contributed to the Company is as follows:

J S REALTY, INC.	\$ 1,000.00
EDWIN MERRITT	\$ 1,000.00
PAUL GREENE & ASSOCIATES, INC.	\$ 1,000.00

Additional contributions are not required at this time.

## ARTICLE VI

Additional members may be admitted upon such terms, conditions, agreements and understandings as shall be agreed upon by the members including contributions to capital, or future contributions of capital. No new member whether by acquisition of a capital position or acquisition in whole or in part of another member's interest in the Company shall be allowed except upon the mutual consent and agreement of each member to the proposed transfer or assignment or entry which consent shall be in writing; provided, however, that irrespective of the lack of such unanimous written consent, such transferee may, without having any participation or right of participation in the management and affairs of the Company or to become a member, shall be entitled to the share of

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TALLAHASSEE, FLORIDA

profits or other income or return of contributions to which such person would otherwise be entitled based upon the proportionate share of capital of such person.

**ARTICLE VII**

Upon the death, retirement, resignation, bankruptcy, expulsion or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company, unless all remaining members consent in writing to continue the business of Company within sixty (60) days of such disassociation event, shall continue business unless a majority in interest of all of the remaining members determine, in writing, to terminate the Company, in which event Articles of Dissolution shall be prepared and filed.

**ARTICLE VIII**

The Company shall be managed by a manager or managers which shall be selected by the members on an annual basis and which manager or managers shall continue in such capacity until their successor(s) are duly elected and qualified and assume their duties. The initial manager and his address who shall serve until the first annual meeting of members or until his successor(s) is elected and qualify is: Designee of PAUL GREENE & ASSOCIATES, INC., PAUL GREENE, 4822 South U.S. Highway 1, Fort Pierce, Florida 34982.

IN WITNESS WHEREOF the undersigned has set his hand and seal this 25<sup>th</sup> day of September, 1995.

Coni A Tabor  
Witness

By: [Signature]  
JOHN S. SWART, President of  
J S REALTY, INC.

Melody L McCrossen  
Witness

[Signature]  
EDWIN MERRITT

Coni A Tabor  
Witness

Melody L McCrossen  
Witness

Coni A Tabor  
Witness

By: Paul Greene  
PAUL GREENE, President of  
PAUL GREENE & ASSOCIATES, INC.

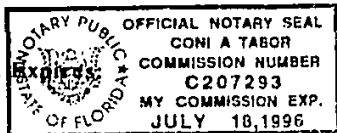
Melody L McCrossen  
Witness

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared JOHN SWART, President of J S REALTY, INC., who is  personally known to me or  has produced \_\_\_\_\_ as identification, and who  did not take an oath, and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me, according to law, that he executed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 25<sup>th</sup> day of September, 1995.

My Commission



Coni A Tabor  
Notary Public

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared EDWIN MERRITT, who is personally known to me or has produced \_\_\_\_\_ as identification, and who did  did not take an oath, and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me, according to law, that he executed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 25<sup>th</sup> day of September, 1995.



My Commission Expires

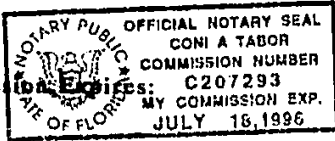
*Coni A. Tabor*

Notary Public

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared PAUL GREENE, President of PAUL GREENE & ASSOCIATES, INC., who is personally known to me or has produced \_\_\_\_\_ as identification, and who did  did not take an oath, and who subscribed the above Articles of Organization, and he did freely and voluntarily acknowledge before me, according to law, that he executed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 25<sup>th</sup> day of September, 1995.



My Commission Expires

*Coni A. Tabor*

Notary Public

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named as the Registered Agent for SMG REALTY ADVISORS, L.C., and as such agent to accept service of process of such limited liability company, at the place designated in Article IV, and states that he is familiar with and hereby accepts the obligations of that position and to comply with the provisions of Chapter 608 of the Florida Statutes pertaining to the same.

*Paul Greene*

PAUL GREENE

**Affidavit Pursuant to F.S. §608.407(2)**  
**for**  
**SMG REALTY ADVISORS, L.C.**

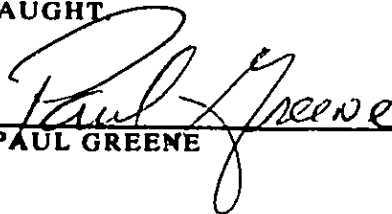
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ASSEC. FLORIDA

The undersigned, PAUL GREENE, President of PAUL GREENE & ASSOCIATES, INC., a Florida corporation and a member of SMG REALTY ADVISORS, L.C., upon being duly sworn, does state:

1. SMG REALTY ADVISORS, L.C. has at least three members.
2. The members of said Limited Liability Company will contribute sums of money to the Limited Liability Company as follows:

J S REALTY, INC.	\$ 1,000.00
EDWIN MERRITT	\$ 1,000.00
PAUL GREENE & ASSOCIATES, INC.	\$ 1,000.00
TOTAL	\$ 3,000.00

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
PAUL GREENE

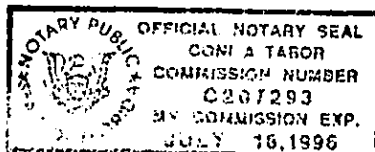
STATE OF FLORIDA  
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PAUL GREENE, President of PAUL GREENE & ASSOCIATES, INC., who is personally known to me or has produced \_\_\_\_\_ as identification and did ~~not~~ did not take an oath, and he executed the foregoing instrument for the purposes therein stated.

25<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_\_ day of September, 1995.

(Seal)  
My Commission Expires:


  
\_\_\_\_\_  
Notary Public



# 2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

APPROVED  
 85 AUG 20 AM 10:55  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
----------------------------------------------------	-----------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------

<b>FILING FEE</b> \$ 263.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
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1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT #L95000000785</b>  SMG REALTY ADVISORS, L.C. 4822 SOUTH U.S. HIGHWAY 1 FORT PIERCE FL 34982	1a. Principal Place of Business Address  4822 SOUTH U.S. HIGHWAY 1 FORT PIERCE FL 34982
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.			
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	10/13/1995	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	5. Date of Last Report	6. Certificate of Status Desired
		1st Report	<input type="checkbox"/>

7. Name and Address of Current Registered Agent  GREENE, PAUL 4822 SOUTH U.S. HIGHWAY 1 FORT PIERCE FL 34982	8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code
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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 \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	PAUL GREENE & ASSOCIAT	4822 SOUTH U.S. HIGHWAY 1	FORT PIERCE FL

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:** Paul Greene (PAUL GREENE) 8-19-96 4893020  
SIGNATURE AND TYPE OR PRINTED NAME OF SERVING MANAGING MEMBER OR MANAGER Date Daytime Phone #