

# L96000000999

## TRANSMITTAL MEMORANDUM

To: Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Date: Sept. 12, 1996  
Re: ORLANDO REAL ESTATE LEAS-  
ING LIMITED LIABILITY  
PARTNERSHIP, L.C.  
File No. W-46,170  
Your No.

### DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original and one copy of Articles of Organization of Orlando Real Estate Leasing Limited Liability Partnership, L.C.
2. Check for \$285.00 for filing *Company*
3. Stamped, self-addressed return envelope

SEP 12 1996 1 58 PM  
-00/13/96--01000--001  
\*\*\*\$285.00 \*\*\*\$285.00

### PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles. Certify the copy and return it to my office as soon as possible.

*Whigham*  
GAVE  
BY PHONE TO  
9/23/96  
13515

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.  
Attorneys at Law  
Suite 22, Sun Bank  
Post Office Box 4848  
Sanford, Florida 32772-4848  
Telephone: (407) 322-2171  
Orlando Exchange: (407) 834-5119  
FAX: (407) 330-2379

FCW/vsw

FRANK C. WHIGHAM, ESQUIRE

95 SEP 19 PM 3:53  
FAXED  
COLBERT

SEP 20 1996

W 96-17840

ARTICLES OF ORGANIZATION  
of  
ORLANDO REAL ESTATE LEASING LIMITED LIABILITY <sup>COMPANY</sup>~~PARTNERSHIP~~, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the law of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ORLANDO REAL ESTATE LEASING LIMITED LIABILITY ~~PARTNERSHIP~~, L.C., and its principal office shall be located at 521 W. State Road 434, Ste. 204, in the City of Longwood, County of Seminole, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might of could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company

powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by as unanimous vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

CLYDE H. CLIMER  
521 W. State Road 434, Ste. 204  
Longwood, FL 32750

LETA B. CLIMER  
521 W. State Road 434, Ste. 204  
Longwood, FL 32750

#### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 100.00 cash shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VII PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members annually on the day chosen by members each year.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII  
DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided in the regulations adopted by the members.

ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 521 W. State Road 434, Ste. 204, City of Longwood, County of Seminole, State of Florida 32750, and the name of the company's initial registered agent at that address is CLYDE H. CLIMER.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ~~ORLANDO REAL ESTATE LEASING LIMITED LIABILITY PARTNERSHIP~~ <sup>COMPANY</sup> ~~PARTNERSHIP~~, L.C.

Executed by the undersigned at Sanford, Florida, on the 12 day of September, 1996.

Clyde H. Climer  
CLYDE H. CLIMER

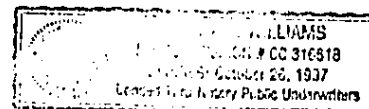
Leta B. Climer  
LETA B. CLIMER

STATE OF FLORIDA     )  
COUNTY OF SEMINOLE    )

The foregoing instrument was acknowledged before me by CLYDE H. CLIMER and LETA B. CLIMER, personally known to me, this 12 day of September, A.D., 1996.

Virginia S. Williams  
Notary Public

My commission expires: \_\_\_\_\_



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA       )  
COUNTY OF SEMINOLE    )

In compliance with Florida Statutes Section 608.407(2), the undersigned member of ORLANDO REAL ESTATE LEASING LIMITED LIABILITY ~~PARTNERSHIP~~, L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$ 100.00 each

3. There is no property other than the cash described in paragraph 2 above contributed by the members.

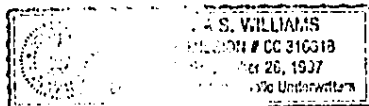
Clyde H. Climer  
CLYDE H. CLIMER

Leta B. Climer  
LETA B. CLIMER

The foregoing instrument was acknowledged before me this 12 day of September, 1996, by CLYDE H. CLIMER and LETA B. CLIMER, members of ORLANDO REAL ESTATE LEASING LIMITED LIABILITY ~~PARTNERSHIP~~, a limited liability company. They are personally known to me.

Virginia S. Williams  
Notary Public; State of FL

My Commission Expires:  
(seal)



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA     )  
COUNTY OF SEMINOLE    )

Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the limited liability company is ORLANDO REAL ESTATE LEASING LIMITED LIABILITY ~~XXXXXXXXXX~~, L.C.

2. The name of the registered agent for ORLANDO REAL ESTATE LEASING LIMITED LIABILITY ~~XXXXXXXXXX~~, L.C. is CLYDE H. CLIMER, and the street address of the company's principal office where the agent is located is 521 W. State Road 434, Ste. 204, Longwood, Florida 32750.

3. This statement is to acknowledge that, as ~~indicated~~ above, ORLANDO REAL ESTATE LEASING LIMITED LIABILITY ~~XXXXXXXXXX~~, L.C. has appointed me, CLYDE H. CLIMER, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 12 day of September 1996.

Clyde H. Climer  
CLYDE H. CLIMER

The foregoing instrument was acknowledged before me this 12 day of September 1996, by CLYDE H. CLIMER, agent on behalf of ORLANDO REAL ESTATE LEASING LIMITED LIABILITY ~~XXXXXXXXXX~~, a limited liability company. He is personally known to me.

Virginia S. Williams  
Notary Public; State of FL

My Commission Expires:  
(seal)

