

L97000001044

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 SEP 18 PM 2: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: AVALON ISLAND, L.L.C.
(Proposed limited liability company name - must include suffix)

700002296837--7
-09/18/97--01063--002
****285.00 ****285.00

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

CM

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. **Please send one check for the total amount made payable to the Florida Department of State.**

FROM: FORD W. KIENE
Name (Printed or typed)

POST OFFICE BOX 560846
Address

ORLANDO, FL 32586-0846
City, State & Zip

(407) 851-7100 x 123
Daytime Telephone number

**ARTICLES OF ORGANIZATION
FOR
AVALON ISLAND, L.L.C.**

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TALLAHASSEE, FLORIDA

The undersigned executes the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I
NAME**

The name of the limited liability company shall be AVALON ISLAND, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address of the limited liability company is: Post Office Box 560846, Orlando, Florida 32586-0846; and the street address of the principal office of the limited liability company is: 75 West Holden Avenue, Orlando, Florida 32839.

**ARTICLE III
DURATION**

The period of duration shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by a manager and the name and address of such manager who is to serve as manager is: Ford W. Kiene, Post Office Box 560846, Orlando, Florida 32586-0846.

CURRAN MENDOZA P.S.
Kent Professional Plaza
555 West Smith Street
Post Office Box 140
Kent, Washington 98035-0140
(253) 852-2345

DATED this 15th day of September, 1997.



Ford W. Kiene, Manager

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CURRAN MENDOZA P.S.
Kent Professional Plaza
555 West Smith Street
Post Office Box 140
Kent, Washington 98035-0140
(253) 852-2345

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AVALON ISLAND, L.L.C.

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2. The name and address of the registered agent and office is:

FORD W. KIENE

(NAME)

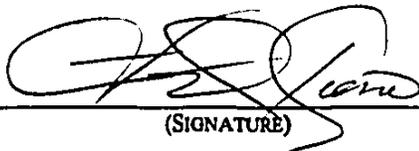
75 WEST HOLDEN AVENUE

(P. O. Box NOT ACCEPTABLE)

ORLANDO, FL 32839

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.



(SIGNATURE)

9/15/97

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of _____
_____ AVALON ISLAND, L.L.C. _____ deposes and says:

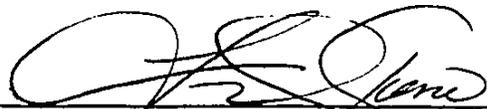
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 7,600,000⁰⁰

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 7,600,000⁰⁰

5) the total amounts of 2, 3 and 4 is \$ 7,600,000⁰⁰



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)