

L98000001403

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Office Use Only

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

1. MP1B  
~~MP1B~~ LIMITED LIABILITY COMPANY  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 8/7/98

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" 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

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-08/07/98--01055--008  
\*\*\*\*285.00 \*\*\*\*285.00

7

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

RECEIVED  
98 AUG -7 AM 11:18  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 7, 1998

CARLTON FIELDS

TALLAHASSEE, FL

SUBJECT: MPIC, LIMITED LIABILITY COMPANY  
Ref. Number: W98000017998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 11 PM 1:58

We have received your document for MPIC, LIMITED LIABILITY COMPANY and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

The AFFIDAVIT must contain 3 money amounts. It must list the amount of cash contributed to date. It must list the value of any property contributed to date -- even if that amount is ZERO. And then it must list the TOTAL ANTICIPATED AMOUNT OF CASH AND PROPERTY CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE MEMBERS.

Also, the Affidavit should be titled "AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS." We are including one of our AFFIDAVIT FORMS as an example.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 598A00041357

ARTICLES OF ORGANIZATION  
OF  
MPIB, LIMITED LIABILITY COMPANY  
A FLORIDA LIMITED LIABILITY COMPANY

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DIVISION OF CORPORATIONS  
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The undersigned (the "Member") acting as the organizer of MPIB, Limited Liability Company, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE 1  
NAME

The name of the limited liability company is MPIB, Limited Liability Company (the "Company").

ARTICLE 2  
PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE 3  
INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS  
AND PRINCIPAL PLACE OF BUSINESS

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Philip A. Diamond. The street address of the Company's initial registered office is Carlton Fields, 255 South Orange Avenue, Suite 1600, Orlando, Florida 32801.

B. Principal Place of Business. The mailing address and the street address of the Company's principal place of business is 610 Golfpark Drive, Celebration, Florida 34747.

ARTICLE 4  
ADMISSION OF NEW MEMBERS

The Company shall admit new Members as provided in Regulations adopted by the Company.

ARTICLE 5  
MANAGERS

The business of the Company shall be managed by a Manager elected by the Members holding fifty-one percent (51%) of the then outstanding contributed and not returned capital of the Company or such greater percentage as provided in Regulations adopted by the Company. The Manager may be, but is not required to be, a Member of the Company. The a Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company. The name and business address of the initial Manager of the Company until the first annual meeting of the Members, or until its successor is elected and qualified, is:

Mark C. Miller  
610 Golfpark Drive  
Celebration, Florida 34747

ARTICLE 6  
PERIOD OF DURATION

The Company's existence shall commence upon the filing of these Articles of Organization by the Secretary of State of Florida and shall be thirty (30) years, unless dissolved sooner in accordance with the terms of the Regulations of the Company. Upon the death, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued as provided in Regulations adopted by the Company, the Company shall dissolve.

ARTICLE 7  
NON-LIABILITY AND INDEMNIFICATION

A. Non-Liability. A Manager of this company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as Manager, except for liability (i) for a breach of the Manager's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the Manager derived an improper personal benefit, or (iv) under §608.4363(7), Fla. Stat., (or any similar provision of any subsequent law enacted in Florida).

B. Indemnification. Each individual or entity who is or was a Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent

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permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.


ARTICLE 8  
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with Regulations adopted by the Company.

ARTICLE 9  
ADOPTION OF REGULATIONS


The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this 10<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
Paul P. Collins

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of August, 1998, by Paul P. Collins. He is personally known to me, or has produced \_\_\_\_\_ as identification

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

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, Philip A. Diamond, hereby accept my designation as registered agent of the Company and acknowledge that I am familiar with and accept the obligations of such position.

Dated August 10, 1998.

  
Philip A. Diamond

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AFFIDAVIT  
OF  
MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF ORANGE

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SECRETARY OF CORPORATIONS  
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The undersigned, being duly sworn hereby states and deposes as follows:

1. That he is a Member of MPIB, Limited Liability Company (the "Company") and is familiar with the facts herein.
2. That there is at least one Member of the Company.
3. That the amount of cash capital contributed to date to the Company is one hundred twenty thousand dollars (\$120,000.00).
4. That the value of any and all other assets contributed to date to the Company is zero.
5. That it is anticipated that the Members will contribute a total amount of one hundred fifty thousand dollars (\$150,000.00) of capital in cash to the Company:

Further Affiant sayeth naught.

  
\_\_\_\_\_  
Paul P. Collins

The foregoing instrument was acknowledged before me this 10th day of August, 1998,  
by Paul P. Collins, who is personally known to me, ~~or who has produced~~ \_\_\_\_\_  
~~as identification~~

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