



THE UNITED STATES  
CORPORATION  
COMPANY

# L98000001567

ACCOUNT NO. : 072100000032

REFERENCE : 937438 4346980

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 346.25

ORDER DATE : August 24, 1998

ORDER TIME : 10:13 AM

ORDER NO. : 937438-005

CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardoch  
KALISH & WARD

101 East Kennedy Boulevard  
4100 Barnett Plaza  
Tampa, FL 33602

500002623065--1

DOMESTIC FILING

NAME: YBOR CITY PARTNERS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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## ARTICLES OF ORGANIZATION

OF

YBOR CITY PARTNERS, L.C.

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The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

### ARTICLE I NAME

The name of the limited liability company shall be:

YBOR CITY PARTNERS, L.C.

### ARTICLE II PERIOD OF DURATION

The period of duration of the limited liability company shall be perpetual.

### ARTICLE III PURPOSES

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

### ARTICLE IV GENERAL POWERS

The limited liability company shall have the power to undertake any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, including, but not limited to, the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or an interest in real or personal property of any legal or equitable property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

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- (ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.
- (d) Make contracts or guarantees, or incur liabilities; borrow money at such rate of interest as the limited liability company may determine; issue its notes, bonds, or other obligations; or secure any of its obligations by mortgage or pledge of all of any part of its property, assets, franchises or income.
- (e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.
- (f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.
- (g) Elect or appoint managers and agents, define their duties, and fix their compensation.
- (h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.
- (i) Make donations to the public welfare or for charitable, scientific or educational purposes.
- (j) Indemnify a member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.
- (k) Cease its activities and surrender its Articles of Organization.
- (l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.
- (m) Transact any lawful business which the members or the managers find to be in aid of governmental policy.
- (n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.
- (o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- (p) Sue or be sued, or complain or defend, in its name.
- (q) Have and exercise all other powers necessary or convenient to effect its purposes.

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**ARTICLE V  
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the limited liability company is 280 Leaf Court, Alpharetta, Georgia 30005.

**ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the name of its initial registered agent is R. Reid Haney. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VII  
MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of the members and, except as otherwise provided in the regulations and operating agreement of the limited liability company, if any, the business and affairs of the limited liability company shall be managed by or under the direction of the members (the "members"). The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the regulations and operating agreement. The name and current address of the managing member is as follows:

William E. Turner  
280 Leaf Court  
Alpharetta, Georgia 30005

**ARTICLE VIII  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved except by the unanimous consent of the remaining members.

**ARTICLE IX  
RESTRICTIONS ON MEMBERSHIP**

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of a new member shall be determined by the members as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or

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otherwise transferred except with the unanimous consent of the members, or in accordance with the regulations and/or an agreement, if any, among the members and the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.


**ARTICLE X  
REGULATIONS**

The members of the limited liability company may adopt an operating agreement and regulations of the limited liability company pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations may be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

**ARTICLE XI  
ACKNOWLEDGMENT**

The members of the limited liability company, through their undersigned authorized representative, does hereby certify that the foregoing constitutes the proposed Articles of Organization of YBOR CITY PARTNERS, L.C. These Articles of Organization may be amended from time to time by consent of the members holding a majority-in-interest of the limited liability company, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.

**IN WITNESS THEREOF**, the undersigned have executed these Articles of Organization this 21<sup>st</sup> day of August, 1998.

  
\_\_\_\_\_  
R. REID HANEY, Authorized  
Representative of the Members

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**ACCEPTANCE BY REGISTERED AGENT**

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Having been appointed the registered agent of YBOR CITY PARTNERS, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 21<sup>st</sup> day of August, 1998.

  
\_\_\_\_\_  
R. REID HANEY, ESQUIRE

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## AFFIDAVIT

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH )

**BEFORE ME**, the undersigned authority, this day personally appeared R. REID HANEY ("Affiant") who, after first being duly sworn, deposes and says the following:

1. Affiant is the duly authorized representative for YBOR CITY PARTNERS, L.C.
2. YBOR CITY PARTNERS, L.C. has at least two members.
3. The amount of cash and a description and agreed value of the property other than cash contributed by the members and the amount anticipated to be contributed by members is as set forth below:

### INITIAL CAPITAL CONTRIBUTION

The total amount of cash and the description and agreed value of property other than cash initially contributed to the limited liability company is as follows:

<u>Type of Property</u>	<u>Total Agreed Value</u>
Cash	\$110,000.00
Non-cash Property	\$0.00

### ADDITIONAL CONTRIBUTIONS

No additional contributions of property to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

4. Affiant has examined this certification and to the best of Affiant's knowledge and belief it is true, correct and complete.

  
R. REID HANEY

"Affiant"

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of August, 1998, by R. REID HANEY, who is personally known to me or produced as identification and did take an oath.

[NOTARIAL SEAL]



Felicia M. Twardoch  
NOTARY PUBLIC  
Print Name: Felicia M. Twardoch  
Commission No. CC 632746  
My Commission Expires: 3/25/2001

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