

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

200002624022--4
-08/25/98--01003--027
****285.00 ****285.00

Facility Partners LLC

- 98 AUG 24 AM 9:22
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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- | | | |
|-----------------------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark of Corporation |
| <input checked="" type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other P.R.A. |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of UCC |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

AUG 25 1998

Thanks,
Jeff

(4)

BK 8/24/98

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I – NAME

The name of the Limited Liability Company is Facility Partners LLC.

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

387 Deer Point Circle
Casselberry, FL 32707

The Registered Agent for service of process upon this Limited Liability Company shall be:

CT Corporation System
1200 South Pine Island Rd.
Plantation, FL 33324

as set forth in the Certificate of Designation of Registered Agent/Registered Office.

ARTICLE III – DURATION

The period of duration for the Limited Liability Company shall be 99 years, August 19, 2097, unless earlier terminated or dissolved by a unanimous vote of its members or by operation of law.

ARTICLE IV – MANAGEMENT and MEMBERS

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:

Dallas Selby
Manager and President
Facility Partners LLC
387 Deer Point Circle
Casselberry, FL 32707

The Limited Liability Company shall have three members and the names and addresses of such members are:

Dallas Selby
387 Deer Point Circle
Casselberry, FL 32707

Linda Selby
387 Deer Point Circle
Casselberry, FL 32707

Alesia D. Selby
53 Gardner Street
Arlington, MA 02474

ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows:

A majority of the members may vote to admit additional persons to the Company as members and may grant them and existing Members participation in the profits, losses and distributions of the Company upon such terms as may be established by a vote of a majority of the existing members.

ARTICLE VI – MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company, to continue the business on 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 shall be as follows:

A majority of the remaining members may vote to continue the Limited Liability Company without the departing member and if such vote is taken, the Limited Liability Company shall continue to operate in the same manner and without interruption as it had operated before the departure of that member.

ARTICLE VII – LIMITATION OF LIABILITY OF MEMBERS

Except as otherwise provided by law, no member of the Limited Liability Company shall be obligated personally for any debt, obligation or liability of the company or of any other member, whether arising in contract, tort or otherwise, solely by reason of being a member of the company. Except as otherwise provided by law or expressly in this Agreement, no member shall have any fiduciary or other duty to another member with respect to the business and affairs of the Company, and no member shall be liable to the Company or any other member for acting in good faith reliance upon the provisions of this Agreement. No member shall have any responsibility to restore any negative balance in the capital account of the Limited Liability Company or to contribute to or in respect of the liabilities or obligations of the Company or return distributions made by the Company except as required by applicable law.

ARTICLE VIII – AMENDMENTS AND MODIFICATION OF AGREEMENT

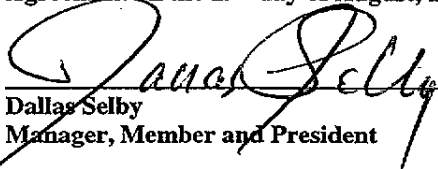
This Agreement may be amended or modified from time to time only by a written instrument signed by a majority of the members at the time of the amendment or modification. Any modification or amendment to this Agreement pursuant to this Article VIII shall be binding on all members.

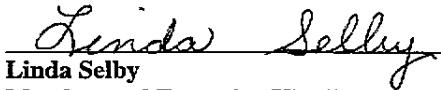
ARTICLE IX – GOVERNING LAW, SEVERABILITY

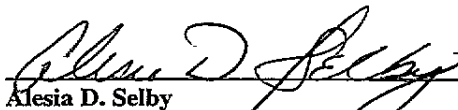
This Agreement is governed by and shall be construed in accordance with the law of the State of Florida, exclusive of its conflict-of-laws principles. If any provision of this Agreement or the application thereof to any person or circumstance is held invalid or unenforceable to any extent, the remainder of this Agreement and the application of that provision shall be enforced to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the members of the Limited Liability Company have executed this Agreement on the 19th day of August, 1998


Dallas Selby
Manager, Member and President


Linda Selby
Member and Executive Vice President/Secretary


Alesia D. Selby
Member and Vice President/General Counsel

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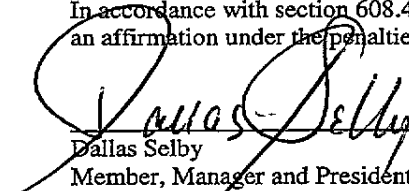
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Facility: **Partners LLC** hereby 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 \$10,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
- 4) the amount of cash or property anticipated to be contributed by members is \$ 0
- 5) the total amounts of 2, 3 and 4 is \$10,000

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


Dallas Selby
Member, Manager and President
Facility: Partners LLC


Date

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

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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: FACILITY PARTNERS LLC

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

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

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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.

C T CORPORATION SYSTEM

Connie Bryan
(Signature)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

8/24/98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent