

L98000001960



ACCOUNT NO. : 072100000032

REFERENCE : 971356 10915A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 285.00

FILED
98 SEP 23 PM 3:02
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ORDER DATE : September 23, 1998

ORDER TIME : 11:18 AM

ORDER NO. : 971356-010

CUSTOMER NO: 10915A

CM

CUSTOMER: Peggy Adolphson, Legal Asst
WALKER, KOEGLER & DILLINGHAM

600002647386--2

217 Ponte Vedra Park Drive
Suite 200
Ponte Vedra Bea, FL 32082

DOMESTIC FILING

NAME: 1998 LAKE CITY ASSOCIATES,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

RECEIVED
98 SEP 23 PM 12:11
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
1998 LAKE CITY ASSOCIATES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **1998 Lake City Associates, L.L.C.** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 363 Atlantic Blvd., Suite 3, Atlantic Beach, Florida 32233.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Randal C. Fairbanks, 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management

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of the business and affairs of the Company or become a member unless all the other members of the Company (other than the member proposing to dispose of his or her interest) approve of the proposed transfer by unanimous written consent. Notwithstanding the foregoing, the Managing Member shall have the right to transfer his interest to a corporation, limited liability company or limited partnership owned or controlled by him and such transferee shall have the right to participate in the management of the company and become a member without obtaining the consent or approval of the other members of the Company.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the Company is continued by the consent of the vote of a majority-in-interest of the remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The initial Managing Member of the Company shall be Paul S. Ferber, 363 Atlantic Blvd., Suite 3, Atlantic Beach, Florida 32233.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ponte Vedra Beach, Florida, on this 21st day of September, 1998.

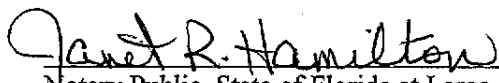


Paul S. Ferber

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing Articles of Organization were acknowledged before me this 21st day of September, 1998, by Paul S. Ferber, ☒ who is personally known to me or ☐ who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.



Notary Public, State of Florida at Large

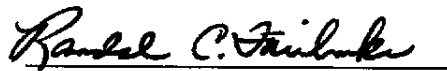
Notary's printed or stamped name:

My commission expires: May 26, 2002



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **1998 Lake City Associates, L.L.C.** as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Randal C. Fairbanks
Registered Agent

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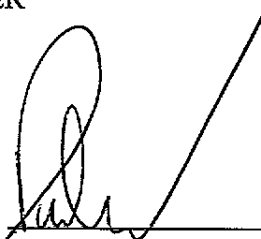
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 1998 Lake City Associates, L.L.C. deposes and says:

1. The above named limited liability company has two initial members.
2. The total amount of cash contributed by the member(s) is \$50,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$50,000.00. This total includes amounts from 2 and 3 above.

THE AFFLIANT SAYS NOTHING FURTHER

Dated: September 21, 1998.

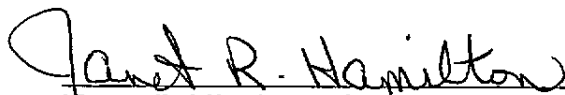

Paul S. Ferber, Member

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing affidavit was acknowledged before me this 21 day of September, 1998, by Paul S. Ferber, [☒] who is personally known to me or [☐] who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires: May 26, 2002

