

L98000002644

Rogers, Towers, Bailey, Jones & Gay

Requestor's Name

106 South Monroe Street - 2nd Floor

Address

Tallahassee, FL 32301 222-7200

City/State/Zip

Phone #

Call Pat @ 222-7200 if problems.

Office Use Only

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DIVISION OF CORPORATIONS

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

1. Woodlawn Properties, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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11/10/98 01055-026

****570.00 ****285.00

☒ Walk in ☐ Pick up time 11-10 ☐ 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

* Please return a
filed stamped
copy, thank you.
~~of each~~

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

Name	Availability
Document	Examiner
Updater	Verifier
Acknowledgement	Verifier

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Examiner's Initials

ARTICLES OF ORGANIZATION
OF
WOODLAWN PROPERTIES, L.L.C.

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as same may from time to time be amended (the "Act").

ARTICLE I

NAME

The name of the limited liability company (the "Company") is:

Woodlawn Properties, L.L.C.

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ARTICLE II

TERM

The existence of the Company shall commence upon filing of these Articles of Organization with the Florida Department of State and its duration shall be perpetual unless and until dissolve required by the Act or as provided in the Regulations (as that term is herein after defined).

ARTICLE III

ADDRESSES

The initial mailing address of the Company is 3950 Lewis Speedway, St. Augustine, Florida 32095. The initial street address of the principal office of the Company is 3950 Lewis Speedway, Augustine, Florida 32095.

ARTICLE IV

REGISTERED AGENT

The name and street address of the initial registered agent of the Company are as follows:

George M. McClure
81 King Street, Suite A
St. Augustine, Florida 32084

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ARTICLE V

ADDITIONAL MEMBERS

Additional members may be admitted upon the unanimous consent of all members and in accordance with the terms and conditions set forth in the Regulations.

ARTICLE VI

CONTINUATION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or other event which terminates the continued membership of a member in the Company, then upon the affirmative vote of a majority in interest of the remaining members to continue the Company

within ninety (90) days after the occurrence of such event, the Company shall not be dissolved and the business of the Company shall be continued.

ARTICLE VII

MANAGEMENT

The management of this Company shall at all times be vested in one or more managers. The names and addresses of the initial managers who shall serve until the first annual meeting of the members or until their successor (or successors) is (are) elected by a majority in interest of the members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Hefferon	4700 US 1 North St. Augustine, Florida 32095
C. Kelly Smith	4700 US 1 North St. Augustine, Florida 32095
Dhruv Muchhala	4700 US 1 North St. Augustine, Florida 32095
Robert J.L. Laurence	4700 US 1 North St. Augustine, Florida 32095
Robert Graubard	4700 US 1 North St. Augustine, Florida 32095

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ARTICLE VIII

REGULATIONS

The members shall have the power to adopt, alter, amend or repeal regulations as contemplated by the Act (the "Regulations"). The Regulations adopted by the member(s) may be amended, repealed, or altered or new Regulations may be adopted, from time to time by the member(s).

ARTICLE IV

LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

WOODLAWN PROPERTIES, LLC

By: 

Its Member

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

WOODLAWN PROPERTIES, L.L.C.

2. The name and the Florida street address of the registered agent are:

George M. McClure
81 King Street, Suite A
St. Augustine, Florida 32084

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 of Registered Agent


George M. McClure

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being a member of WOODLAWN PROPERTIES, L.L.C., a Florida limited liability company (the "Company") hereby certifies as follows:

1. The Company has at least one member.
2. The amount of cash and the description and agreed value of property other than cash contributed by the member(s) of the Company to the Company is as follows:

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Cash	\$1,000,000
<i>Property</i>	<i>0</i>
3. The amount anticipated to be contributed by the members of the Company to the Company is as set forth in Paragraph 2.	

IN WITNESS WHEREOF, the undersigned has sworn to and executed this Affidavit the 6th day of ~~August~~, 1998.
November

SOUTHBANK LAND, LLC,
a Limited Liability Company,

By: *[Signature]*
DHRUV MUCHHALA
Member of the Company

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STATE OF FLORIDA

COUNTY OF ST. JOHNS

The foregoing affidavit was sworn to before me this 6th day of November, 1998 by DHRUV MUCHHALA, , who is personally known to me or who has produced his Florida driver's license as identification and who did take an oath.

GEORGE M. McCLURE
Notary Public, State of Florida
My Commission Expires December 27, 1999
Comm. No. CC504842

[Signature]
Notary Public, State of Florida
My commission expires: _____