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ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: 20 13756-6
(Sub Account)

DATE: 12-14

REQUESTOR NAME: LEXIS

ADDRESS:

TELEPHONE: () () ext ()

CONTACT NAME:

CORPORATION NAME: EOP-Sarasota City Center Delaware
Merger, L.L.C.

DOCUMENT NUMBER:
(if applicable)

100002711471--8

AUTHORIZATION:

C. Woodyard

- ☐ CERTIFIED COPY (1-9)
☒ CERTIFICATE OF STATUS (1-9)
☒ PLAIN STAMPED COPY

- ☒ Call When Ready
Walk In
() Mail Out

- () Call if Problem
() Will Wait

- () After 4:30
() Pick Up

Name	<u>max</u>
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98 DEC 14 PM 3:23

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

EOP-Sarasota City Center Delaware Merger, L.L.C.

ARTICLE II - Address:

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

c/o Ann M. Schneider, 2 N. Riverside Plaza, #1600, Chicago, IL 60606

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

EOP Operating Limited Partnership, 2 N. Riverside Plaza, Chicago, IL 60606 -
managing member

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Any person or entity acceptable to the members may become a member of the LLC, subject to the unanimous vote of the members

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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:

Within 90 days of the event, an election to continue the business of the LLC shall be made in writing by the remaining members holding a majority of the ownership interests held by remaining members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of EOP-Sarasota City Center
Delaware Merger, L.L.C. _____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 0;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 0.

Robin Marcell

Signature of a member or an authorized representative of a member.

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

Robin Mariella, Asst. Secy. of Equity Office Properties Trust, managing GP of EOP Operating Limited Partnership, managing member of the LLC

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**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: EOP-Sarasota City Center Delaware
Merger, L.L.C.

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

Lexis Document Services Inc.
NAME

3953 W.W. Kelley Road
Florida street address (P. O. Box NOT ACCEPTABLE)

Tallahassee, FL 32311
CITY, STATE AND ZIP

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. If 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.

By: Anthony Emackay, asst Sec.
SIGNATURE

Filing Fee: \$35 as for Designation of Registered Agent