

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8069 • Fax (850) 222-1022

417 E. Virginia Street, Suite 100 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8068 • Fax (850) 222-1822

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 JAN 15 PM 2:04

1301 Associates, L.C.

L99-268

Name \_\_\_\_\_  
Availability \_\_\_\_\_

month \_\_\_\_\_  
year \_\_\_\_\_

r \_\_\_\_\_  
r \_\_\_\_\_  
r \_\_\_\_\_

Engagement  
W. P. Verifier \_\_\_\_\_

Signature

Requested by:

Name

1/15/99

Date \_\_\_\_\_

11:06

Time

## Walk-In

Will Pick Up

Courier

五、六、七、八、九、十

98 JAN 15 AM 11:42

DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

FOR

1301 ASSOCIATES, L.C.

The undersigned, acting as the organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is 1301 Associates, L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually until dissolved in accordance with Section 608.441 of the Act.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 2:04

### ARTICLE III

#### Purpose

The Company is created to acquire, hold, manage, operate, improve, develop, lease, sell, dispose of, mortgage or otherwise encumber, and otherwise deal with the real property described in Exhibit "A" attached hereto, together with the improvements thereon, now existing or hereafter constructed, and all personal property associated therewith, and to engage in any other lawful activity.

### ARTICLE IV

#### Principal Office

The mailing address and the street address of the principal office of the Company shall be 1301 Sixth Ave. W., Suite 600, Bradenton, FL 34205.

### ARTICLE V

#### Registered Agent and Office

The initial registered agent for the Company shall be Robert W. Hendrickson, III, and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, Manatee County, Florida 34205.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 2:04

## ARTICLE VI

### Management of Business

Management of the Company is reserved to its Members. The names and addresses of the managing Members are set forth on Exhibit "B" attached hereto. The Members shall have the right to elect officers of the Company. All officers shall be Members of the Company. The officers will have the power and authority granted by the Members from time to time as provided in the Regulations.

## ARTICLE VII

### Admission of Additional Members

Additional Members may be admitted only by the vote of the Members holding a majority of the Units, upon terms and conditions established by the Members from time to time in their sole discretion.

## ARTICLE VIII

### Continuation of Business

The remaining Members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Regulations.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 2:04

## ARTICLE IX

### Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

## ARTICLE X

### Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. The duly elected officers of the Company are hereby authorized to convey and encumber title to all real and personal property of the Company by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents, and other certificates, instruments, and documents as are necessary, reasonable, or desirable to convey or encumber title to any real or personal property of the Company. Such execution shall be made by any officer duly authorized to act for the Company as provided in the Regulations. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company, and that the officer is signing on behalf of the Company.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 5 PM 2 04

## ARTICLE XI

### Amendments

These Articles may be amended or restated at any time by a vote of the Members holding a majority of the Units, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

## ARTICLE XII

### Regulations

Regulations shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Regulations may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Regulations shall be set forth in the Regulations.

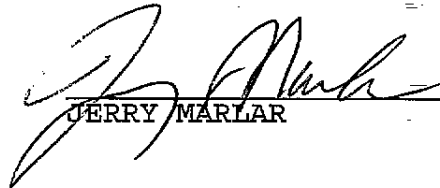
## ARTICLE XIII

### Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its duly authorized officers, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also an officer.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 2:04

IN WITNESS WHEREOF, the undersigned organizer of 1301 Associates, L.C., has executed these Articles of Organization this 14<sup>TH</sup> day of ~~November~~ <sup>JANUARY</sup>, 1999.

  
JERRY MARLAR

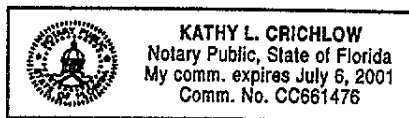
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 14 day of ~~November~~ <sup>JAN</sup>, 1999 by Jerry Marlar who is personally known to me and did not take an oath.

  
Signature of Person Taking Acknowledgment

KATHY L. CRICHLAW  
Name of Acknowledger Typed, Printed or Stamped

My commission expires:



RWH\CORP\1301 Associates\Articles of Organization

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 2:04

CERTIFICATE OF DESIGNATION  
AND ACCEPTANCE OF REGISTERED AGENT  
FOR 1301 ASSOCIATES, L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

  
ROBERT W. HENDRICKSON, III

DATED: 1/14/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 2:05



EXHIBIT A

That certain six-story commercial office building located in the 1300 block of 6<sup>th</sup> Avenue West, Bradenton, FL, commonly known as the Republic Bank Building.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 2:05

EXHIBIT B

Don Varnadore  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Burdette R. Parent Jr.  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Dale Hoffner  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Jeff King  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Gina Mascio  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Stam Stathis  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Jim Hammer  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Bill Mullis  
1301 6TH AVE. W. SUITE 600  
BRADENTON, FL 34205

Bill Hawthorne  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Jerry Marlar  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

David Winterrowd  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

Ken Thomas  
1301 6th Ave. W., Suite 600  
Bradenton, FL 34205

David Varnadore  
1301 6th Ave. W., Suite 502  
Bradenton, FL 34205

Everett Southwick  
1301 6th Ave. W., Suite 502  
Bradenton, FL 34205

Herman Searcy  
1402 Willow Oak Circle  
Bradenton, FL 34209

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MANATEE

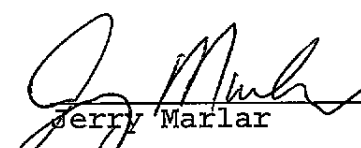
BEFORE ME, the undersigned authority, personally appeared Jerry Marlar, who, being first duly sworn, deposes and says that:

1. Affiant is a Member of 1301 Associates, L.C., and has personal knowledge of the matters set forth herein.

2. 1301 Associates, L.C., has at least two (2) Members.

3. The amount of current and anticipated capital contributions to the Company made or to be made by the Members is \$500,000.00, all of which shall be made in cash.

4. Further Affiant sayeth not.

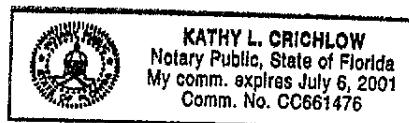
  
Jerry Marlar

14 The foregoing instrument was acknowledged before me this day of ~~November~~ <sup>January</sup> 1998 by Jerry Marlar who is personally known to me and who did take an oath.

  
Signature of Person Taking Acknowledgment

KATHY L. CRICHLAW  
Name of Acknowledger Typed, Printed or Stamped

My commission expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 15 PM 2:05