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LAW OFFICES OF

MOSLEY, WALLIS & WHITEHEAD, P.A.

1221 EAST NEW HAVEN AVENUE  
POST OFFICE BOX 1210

MELBOURNE, FLORIDA 32902-1210

CURTIS R. MOSLEY  
MICHAEL M. M. WALLIS  
ALLAN P. WHITEHEAD

AREA CODE 407  
TELEPHONE 984-3842  
TELECOPIER 768-1671

January 29, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -3 AM 8:59

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Beachside Mini-Storage, L.L.C.

Dear Sirs:

CM

Enclosed are the following documents:

1. Articles of Organization .

000002763460--9  
-02/03/99--01048--009  
\*\*\*\*\*250.00 \*\*\*\*\*250.00

2. Affidavit of Membership Contributions.

000002763460--9  
-02/03/99--01048--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

3. Acceptance of Registered Agent.

4. A check in the amount of \$250.00 for the Articles of Organization and Affidavit and  
a check in the amount of \$35.00 for the Designation of Registered Agent.

If anything further is needed, please let me know.

Very truly yours,



CURTIS R. MOSLEY

CRM/lac

enclosures

**ARTICLES OF ORGANIZATION  
OF  
BEACHSIDE MINI-STORAGE, 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 make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be BEACHSIDE MINI-STORAGE, L.L.C. ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 144 Tomahawk Drive, Indian Harbour Beach, Fl 32937.

**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 CURTIS R. MOSLEY, 1221 East New Haven Avenue, Melbourne, Florida 32901.

**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 her 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.

#### 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 as provided in Article XIV below.

#### ARTICLE IX -- MANAGEMENT

The company shall be managed by the members 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 names and address of the members of the company are.

##### NAME

##### ADDRESS

Kim B. Hooper, Trustee  
James Arthur Hooper Trust

P.O. Box 580  
Cocoa, Fl 32923-0580

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#### ARTICLE X - PURPOSE

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Limited Liability Company to the contrary, the following shall govern:

The nature of the business and of the purposes to be conducted and promoted by the Limited Liability Company, is to engage, solely in the following activities:

1. To acquire that certain parcel of real property, together with all improvements located thereon, in the City of Indian Harbor Beach, State of Florida (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge, and otherwise deal with the property.
3. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

## ARTICLE XI - PROHIBITED ACTIVITIES

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Limited Liability Company to the contrary, the following shall govern: The Limited Liability Company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the property, the Limited Liability Company shall not incur, assume, or guaranty any other indebtedness. The Limited Liability Company shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Limited Liability Company) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the Limited Liability Company substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organization documents the same limitations set forth in this Article XI and in Article [section setting forth separateness Covenants], and (c) shall expressly assume the due and punctual performance of the Limited Liability Company's obligation; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this limited liability company and be continuing. For so long as a mortgage lien exists on the Property, the Limited Liability Company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the members of the Limited Liability Company. For so long as a mortgage lien exists on the Property, no material amendment to these articles of organization may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the property.

## ARTICLE XII - INDEMNIFICATION

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Limited Liability Company to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim the Limited Liability Company in the event that cash flow is insufficient to pay such obligations.

## ARTICLE XIII - SEPARATENESS COVENANTS

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Limited Liability Company to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these articles of incorporation, the Limited Liability Company shall conduct its affairs in accordance with the following provisions:

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1. It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its affiliates and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate records and books of accounts from those of any affiliate.
3. It shall not co-mingle assets with those of any affiliate
4. It shall conduct its own business in its own name
5. It shall maintain financial statements separate from any affiliate,
6. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any affiliates.
7. It shall maintain an arm's length relationship with any affiliate.
8. It shall not guarantee or become obligated for the debts of any other entity, including any affiliate, or hold out its credit as being available to satisfy the obligations of others.
9. It shall use stationery, invoices and Checks separate from any affiliate.
10. It shall not pledge its assets for the benefit of any other entity, including any affiliate.
11. It shall hold itself out as an entity separate from any affiliate.

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#### ARTICLE XIV - DISSOLUTION

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Limited Liability Company to the contrary, the following shall govern: To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the life of the Limited Liability Company. If such a vote is not obtained, for so long as a mortgage lien exists on the Property the Limited Liability Company shall not liquidate the Property without first obtaining approval of the mortgagee holding a first mortgage lien on the Property. Such holders may continue to exercise all of their rights under the existing security agreements or mortgages until the debt underlying the mortgage liens has been paid in full or otherwise completely discharged.

ARTICLE XV - VOTING

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Limited Liability Company to the contrary, the following shall govern: When acting on matters subject to the vote of the members, notwithstanding that the Limited Liability Company is not then insolvent, all of the members shall take into account the interest of the Limited Liability Company's creditors, as well as those of the members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Melbourne, Florida, on this 29 day of January, 1999.

Name of Organizer

James Arthur Hooper Trust

By: [Signature]  
Kim B. Hooper, Trustee

STATE OF Florida  
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 29 day of January, 1999, by **KIM B. HOOPER**, Trustee of JAMES ARTHUR HOOPER TRUST, who is personally known to me or has produced \_\_\_\_\_ as identification.



Linda A. Collins  
MY COMMISSION # CC763605 EXPIRES  
August 12, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]  
NOTARY

My commission expires:

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BEACHSIDE MINI-STORAGE, L.L.C., deposes and says:

1. The above named limited liability company has at least one or more members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.
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 \$1,000.00.  
This total includes amounts from 2 and 3 above.

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THE AFFIANT SAYS NOTHING FURTHER

Dated: January 29, 1999

JAMES ARTHUR HOOPER TRUST

BY: [Signature]  
KIM B. HOOPER, TRUSTEE

STATE OF FLORIDA     )  
COUNTY OF BREVARD    )

The foregoing instrument was acknowledged before me this 29 day of January, 1999, by **KIM B. HOOPER, TRUSTEE OF THE JAMES ARTHUR HOOPER TRUST**, who is personally known to me or has produced \_\_\_\_\_ as identification.



Linda A. Collins  
MY COMMISSION # CC763605 EXPIRES  
August 12, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]  
NOTARY

My commission expires:

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of BEACHSIDE MINI-STORAGE, 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.



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CURTIS R. MOSLEY  
Registered Agent

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