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FROM: HOLLAND & KNIGHT

FAX NO.: 407 244 5288

02-12-99 04:12P P.01

Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

K&B TALLEVAST ASSOCIATES, L.L.C.

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FROM: HOLLAND & KNIGHT

FAX NO.: 407 244 5288

02-12-99 04:13P A-02

**ARTICLES OF ORGANIZATION
OF
K&B TALLEVAST ASSOCIATES, L.L.C.**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being a Member (or a duly authorized representative of a Member), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is K&B TALLEVAST ASSOCIATES, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is 7575 Dr. Phillips Boulevard, Suite 390, Orlando, Florida 32819.

ARTICLE III - DURATION

The Company's existence shall commence on the date of filing of these Articles of Organization with the Florida Department of State and shall continue perpetually until terminated in accordance with the Company's Regulations or upon the occurrence of any of the events specified in Section 608.441 of the Florida Statutes, unless continued by the vote of a majority-in-interest of the remaining Members.

ARTICLE IV - MEMBERS

"Members" means the initial Members of the Company and also means any additional or substitute Members admitted to the Company in accordance with these Articles of Organization and the Regulations of the Company.

This instrument prepared by:
Stephen R. Looney, FL BAR 0628344
200 South Orange Avenue
Suite 3000
Orlando, FL 32801
(407) 244-1148
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ARTICLE V - MANAGEMENT

The business of the Company shall be conducted, carried on and managed by not less than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager are as follows:

Name of Manager

Scott T. Boyd

Address

7575 Dr. Phillips Boulevard
Suite 390
Orlando, Florida 32819

Such Manager shall serve in such capacity until the first annual meeting of the Members or until his successors are duly elected and qualified.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The admission of additional Members to the Company shall require the approval of the existing Members holding a majority of the interests in the Company.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the Company if a majority-in-interest of the remaining Members consent in writing to continue the business of the Company within ninety (90) days of the occurrence of an event which would otherwise cause a dissolution of the Company.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The initial street address of the registered office of the Company in the State of Florida is 7575 Dr. Phillips Boulevard, Suite 390, Orlando, Florida 32819. The name of the initial registered agent of the Company at that address is SCOTT T. BOYD.

ARTICLE IX - PURPOSE

The purposes for which the Company is being formed are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE X - REGULATIONS

The Members shall have the power to adopt, alter, amend, or repeal regulations of the Company, containing provisions for the regulation and management of the affairs of the Company.

ARTICLE XI - AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required under Section 608.407(2) of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Orlando, Florida, this 12th day of February, 1999.

BOYD COMMERCIAL CORP., a Florida
corporation, Member

By: 

Scott T. Boyd, President

SECRET
STATE
ALABAMA
ORIDA

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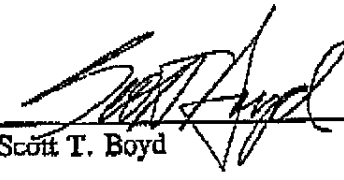
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FROM: HOLLAND & KNIGHT

FAX NO.: 407 244 5288

02-12-99 04:13P P.05

Having been named as registered agent for the above-mentioned limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.



Scott T. Boyd

Date: February 12, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF ORANGEAFFIDAVIT

BEFORE ME, the undersigned, personally appeared SCOTT T. BOYD, President of BOYD COMMERCIAL CORP., a member of K&B TALLEVAST ASSOCIATES, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company," of Orange County, Florida, who upon being duly sworn, certified as follows:

1. That the Company has at least one (1) member.
2. That no cash and no property have been contributed to the Company by its members.
3. That cash in the amount of Five Hundred Fifty Thousand Dollars (\$550,000.00) is anticipated to be contributed to the Company by its members and no other property is anticipated to be contributed to the Company by its members.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

BOYD COMMERCIAL CORP.

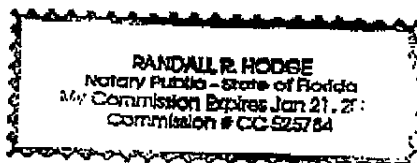
Date: February 12, 1999By: Scott T. Boyd, PresidentSECRETARY OF STATE
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12 day of February, 1999, by SCOTT T. BOYD, President of BOYD COMMERCIAL CORP., a member of K&B TALLEVAST ASSOCIATES, L.L.C. Said person did take an oath and (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____



Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____