

L99000000872

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-02/16/99--01059--010
*****337.50 *****337.50

CORPORATION(S) NAME

Kendall Powell, L.L.C.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name L99-872 02/16/99
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RECEIVED
99 FEB 16 AM 11:52
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**ARTICLES OF ORGANIZATION
OF
KENDALL POWELL, L.L.C.**

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Under Section 608.407 of the Florida Limited Liability Company Act.

The undersigned, being a resident of the State of Florida and acting as the initial member (the "Managing Member") of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is KENDALL POWELL, L.L.C.

SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is Innsbrook Resort, 36750 U.S. Highway 19, Tarpon Springs, Florida 34689.

FOURTH: The name and address of the Registered Agent for service of process is CT Corporation Systems, 1200 South Pine Island Road, Plantation, FL 33324, who has signed below to acknowledge that it is familiar with and accept the obligations of that position.

Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Signature of Registered Agent)

FIFTH: (a) The Company is formed for the sole object and purpose of, and the nature of the business to be conducted and promoted by the Company is, holding a 15.67% partnership interest in, and act as the general partner of Don Carter's Kendall Lanes Limited, an Ohio limited partnership (the "Partnership").

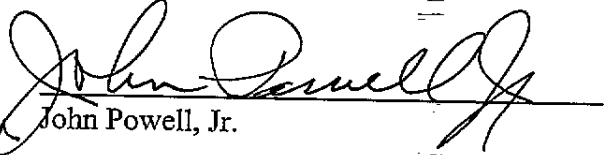
(b) Notwithstanding the generality of the foregoing, the Company is not formed and does not have the power for so long as the Company remains as and acts as the General Partner of the Partnership to (i) incur indebtedness of any kind, whether secured or unsecured, recourse or non-recourse, in favor of any person; (ii) hire any employees; and (iii) engage in any business other than acquiring, owning, holding and exercising its rights and powers and performing its duties and obligations as the general partner of the Partnership.

The Managing Member will have full power and authority to execute and deliver in the name of and on behalf of the Company such documents or instruments as the

PREPARED BY:
Jay M. Sakalo, Esq.
Florida Bar No. 0156310
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2385
(305) 358-9900

Managing Member deems appropriate for the conduct of the Company's business in accordance with this Agreement. No person, firm or corporation dealing with the Company will be required to inquire into the authority of the Managing Member to take any action or make any decision.

IN WITNESS WHEREOF, the undersigned Member has subscribed these Articles and does hereby affirm the foregoing as true under the penalties of perjury, this 9 day of February, 1999.


John Powell, Jr.

36750 U.S. Highway 19
Tarpon Springs, FL 34689

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AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

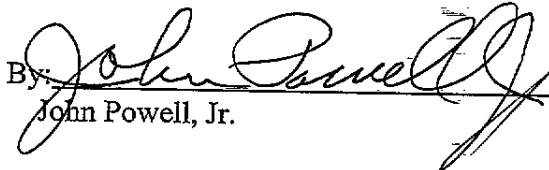
BEFORE ME appeared the undersigned, being the managing member of Kendall Powell L.L.C., a Florida limited liability company, hereinafter referred to as the "Company," who upon being sworn, certified that: (i) the Company has at least one member; (ii) the 15.67% General Partner Interest of Don Carter's Kendall Lanes Limited, an Ohio limited partnership, owned by the member, with an agreed upon value of \$1,018,550.00 has been contributed to the Company by the member, and (iii) no cash or additional property is anticipated to be contributed by the member.

Dated: February 7, 1999

FURTHER AFFLIANT 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.

MANAGING MEMBER:

By: 
John Powell, Jr.

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Miami, Florida 33131-2385
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STATE OF FLORIDA)
) ss:
COUNTY OF Pineellas)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared John Powell, Jr., who is known to me and known by me to be the person who executed the foregoing Affidavit of Membership and Capital Contributions to Kendall Powell, L.L.C. (the "Company"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as the managing member of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of February, 1999.

(SEAL)

Lola Dawn Partlow
Notary Public, State of Florida

My commission expires:
11/28/99

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LOLA DAWN PARTLOW
My Comm Exp. 11/28/99
Bonded By Service Ins
No. CC512388
☒ Personally Known ☐ Other I.D.

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