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P. 001

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

ZEPHYR OLDSMAR PROPERTIES, LLC

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Certificate of Status	1
Certified Copy	0
Page Count	11
Estimated Charge	\$293.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 1999

J. PAUL RAYMOND
MACFARLANE FERGUSON & MCMULLEN
625 COURT STREET, SUITE 200
CLEARWATER, FL 33756

SUBJECT: ZEPHYR OLDSMAR PROPERTIES, LLC
REF: W99000004899

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In Article IX you state that the management of the limited liability company shall be vested in the Members. You must list the name and addresses of the Managing Members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000004729
Letter Number: 099A00009095

CORRECTED!

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**ARTICLES OF ORGANIZATION
OF
ZEPHYR OLDSMAR PROPERTIES, LLC**

The undersigned hereby certifies that it has formed a limited liability company under the
State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be ZEPHYR OLDSMAR PROPERTIES,
LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

ZEPHYR OLDSMAR PROPERTIES, LLC
c/o Mark S. Klein
2040 N.E. Coachman Road
Clearwater, FL 33765

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue
into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the
Members of the limited liability company.

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Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

General Powers

The limited liability company shall have the power to:

- (a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.
- (b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.
- (c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:
 - (i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or
 - (ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.
- (d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other

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obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a Member or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender this Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the Members or the managers find to be in aid of governmental policy.

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(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

(o) Be a promoter, incorporator, general partner, limited partner, Member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 625, Clearwater, FL 33756 and the initial registered agent at such address is J. Paul Raymond. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. J. Paul Raymond is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VII

Initial Capital Contributions

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company is described on the attached Exhibit "A", which is made a part hereof by this reference.

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ARTICLE VIII

Additional Contributions

Additional contributions, if any, will be made by the Members as provided in the regulations adopted by the Members.

ARTICLE IX

Management

The management of the limited liability company shall be vested in the Members. The Members shall have the powers granted to them in the regulations. Members are Zephyr 19, Ltd., 2040 N.E. Coachman Road, Clearwater, FL 33765; Darrauld Wilson, 1798 N. Hercules Avenue, Clearwater, FL 33765; and Kent Kvidera, 1798 N. Hercules Avenue, Clearwater, FL 33765.

ARTICLE X

Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Members interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

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ARTICLE XI

Restrictions on Membership

No new members shall be admitted to the limited liability company without the prior consent of a majority of the existing members interests. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the regulations of the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

ARTICLE XII

Regulations

The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XIII

Acknowledgment

The undersigned, being the members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of ZEPHYR OLDSMAR PROPERTIES, LLC. These Articles of Organization may be amended from time to time by the members in the

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manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XIV

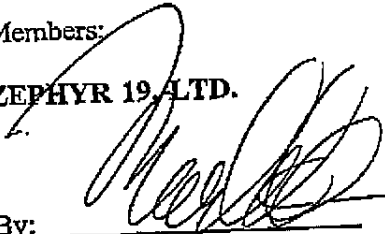
Voting

Each Member's vote shall be weighted in proportion to the Member's initial capital accounts plus any additional capital contributed by the members at the request of the limited liability company.

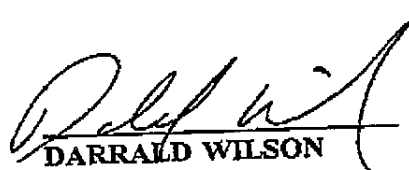
IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization this 24th day of February, 1999.

Members:

ZEPHYR 19, LTD.

By: 

Mark S. Klein, General Partner


DARRAULD WILSON


KENT KVIDERA

J. Paul Raymond - #169268
Macfarlane Ferguson & McMullen
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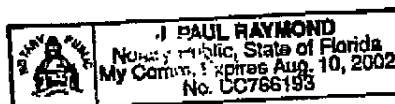
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STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Mark S. Klein, as General Partner of ZEPHYR 19 LTD., DARRALD WILSON and KENT KVIDERA**, to me personally known to be the individuals described in and who executed the foregoing instrument or who has produced W/K as identification and who did take an oath and acknowledged before me that they executed the same for the purposes therein expressed and in the capacities so stated.

WITNESS my hand and official seal at Clearwater, said County and State, this 24th day of February, 1999.


Notary Public
Print Name: J. PAUL RAYMOND
My Commission Expires:



J. Paul Raymond - #169268
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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EXHIBIT "A"
TO
ARTICLES OF ORGANIZATION
FOR
ZEPHYR OLDSMAR PROPERTIES, LLC

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Initial Contribution:

The initial contribution to the capital of Zephyr Oldsmar Properties, LLC, by its members is as follows:

<u>Member</u>	<u>Cash or Property</u>	<u>Interest</u>
Zephyr 19, Ltd.	\$240,000	80%
Darrald Wilson	\$ 30,000	10%
Kent Kvidera	<u>\$ 30,000</u>	<u>10%</u>
TOTAL	\$300,000	100%

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is:
ZEPHYR OLDSMAR PROPERTIES, LLC
2. The name and address of the registered agent and office is:

J. Paul Raymond
625 Court Street
Suite 200
Clearwater, Florida 33756

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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. I 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.

Dated this 24th day of February, 1999.



J. Paul Raymond

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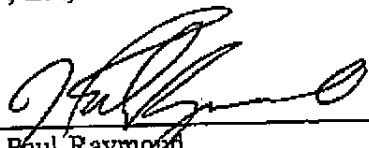
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
ZEPHYR OLDSMAR PROPERTIES, LLC**

STATE OF FLORIDA
COUNTY OF PINELLAS

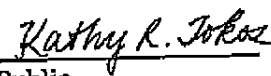
The undersigned duly authorized representative of the members of **ZEPHYR OLDSMAR PROPERTIES, LLC**, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$60,000.
3. Certain real property in Pinellas County (Exhibit A hereto) other than cash has been contributed by a member and the net value thereof is \$240,000.
4. The total amount of cash or property anticipated to be contributed by the members is \$300,000.00. This total includes amounts from 2 and 3 above.

Executed on behalf of its members, Zephyr 19, Ltd, Darrauld Wilson and Kent Kvidera.


J. Paul Raymond
Attorney and Authorized Representative
for the Members

SWORN TO BEFORE ME this 24th day of February, 1999, said County and State.


Notary Public
State of Florida
My Commission Expires:

J. Paul Raymond - #169268
Macfarlane Ferguson & McMullen
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Clearwater, FL 33756
(727) 441-8966

