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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

SUNSET POINT ASSOCIATES, L.L.C.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 10, 1999

ROBERT KAPUSTE, JR., ESQ.  
FISHER & SAULS, P.A.  
P.O. BOX 387  
ST PETERSBURG, FL 33731

SUBJECT: SUNSET POINT ASSOCIATES, L.L.C.  
REF: W99000005782

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.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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

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Diane Cushing  
Corporate Specialist

FAX Aud. #: H99000005734  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION  
OF  
SUNSET POINT ASSOCIATES, L.L.C.

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Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following provisions as the Articles of Organization of SUNSET POINT ASSOCIATES, L.L.C., a Florida limited liability company (the "Company").

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Company is SUNSET POINT ASSOCIATES, L.L.C., and its principal office or mailing address is One Boar's Head Point, Charlottesville, Virginia 22903.

ARTICLE 2: DURATION

This Company shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is located in Pinellas County, 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701, and the name of the initial registered agent is C. Scott Brainard.

ARTICLE 4: ADMISSION OF ADDITIONAL MEMBERS

Upon approval of the members holding a majority interest, new members may be admitted.

ARTICLE 5: MEMBERS RIGHT TO CONTINUE BUSINESS

With the consent of all remaining members the remaining members of the Company shall have a right to continue the business of the Company on death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

Prepared by:  
Robert Kapusta, Jr., Esq.  
FBN 441538  
Fisher & Sauls, P.A.  
P.O. Box 387  
St. Petersburg, FL 33731  
(727) 822-2033

ARTICLE 6: MANAGEMENT: INITIAL MEMBERS

Initially the Company is to be managed by one Manager. The number of Managers may either be increased or decreased from time to time by agreement by the Members but shall never be less than one. The names and addresses of the Initial Members are:

NAMEADDRESS

Thomas O. Schwab, MD

1528 Lakeview Road  
Clearwater, Florida 33756

Michael L. Rothberg, MD

1528 Lakeview Road  
Clearwater, Florida 33756

Craig A. Schwartz, MD

1528 Lakeview Road  
Clearwater, Florida 33756

John E. Kilgore, MD

1528 Lakeview Road  
Clearwater, Florida 33756

Charles E. Abrahamsen, MD

1528 Lakeview Road  
Clearwater, FL 33756

Gary G. Moskowitz, MD

1528 Lakeview Road  
Clearwater, FL 33756

Harry Steinman, MD

1528 Lakeview Road  
Clearwater, FL 33756

TruNorth Equities, LLC, a Virginia LLC

One Boar's Head Point  
Charlottesville, Virginia 22903

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this  
9 day of March, 1999.

TRUNORTH EQUITIES, L.L.C.

By:   
MemberACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of SUNSET POINT ASSOCIATES, L.L.C. set forth above, 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 10 day of March, 1999.

  
C. Scott Brainard, Registered Agent

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SUNSET POINT ASSOCIATES, L.L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$159,636.00.
- 3) The agreed value of the property other than cash contributed by members is \$232,264.00.
- 4) The amount of additional cash or services anticipated to be contributed by members is \$80,000.00.
- 5) The total amounts of 2, 3 and 4 is \$471,900.00.

*Tuscorora Equities, LLC*  
*[Signature]*  
MANAGING MEMBER

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(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Attachment to Affidavit of Membership and Contributions

The property other than cash referred to in Paragraph 3 of the Affidavit is as follows:

1. Contract rights to acquisition of real property.
2. Development services related to the acquisition and development of real property including, but not limited to, contract negotiation and administration, conduct of due diligence requirements, appraisal and survey services, site plan design and approval, and environmental assessment.
3. Costs and expenses related to the acquisition and development described in 1 above.

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