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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

TB- Riverwalk GP LLC

File 1999-458

- ☐ Walk In
☐ Mail Out
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☐ Pick Up Time _____

RUSH

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

Name
Availability

03/16

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input checked="" type="checkbox"/> | Other <u>LLC</u> |

- ☐ Certificate of FICTITIOUS NAME
☐ FICTITIOUS NAME SEARCH
☐ CORP SEARCH

FILED
MAR 15 PM 5:00
SECRETARY OF STATE
DIVISION OF CORPORATION
MAR 12 PM 2:10
RECORDED

Ordered By: _____

Date: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 12, 1999

UCC FILING & SEARCH

SUBJECT: TB-RIVERWALK GP LLC
Ref. Number: W99000006109

RUSH

*Corrected
File 1st*

We have received your document for TB-RIVERWALK GP LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

On the affidavit #4 you state no additional contributions are expected this is not acceptable. The law only provides for what is anticipated by the LLC not expected.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 799A00012011

DIVISION OF CORPORATIONS

99 MAR 15 PM 4:39

RECEIVED

FILED
99 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TB-RIVERWALK GP, L.L.C.

FILED
09 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be TB-RIVERWALK GP, L.L.C. (the "Company"). The principal place of business and mailing address of the Company in Florida shall be 210 S. W. 2nd Street, Fort Lauderdale, Florida 33301.

ARTICLE II

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 in accordance with the laws of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida to carry on any lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of, or incidental to, any or all of the purposes and objects hereinbefore enumerated.

ARTICLE IV

REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida is:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Louise J. Allen | 200 East Broward Boulevard Suite 1900 Fort Lauderdale, Florida 33602 |

ARTICLE V

ADMISSION OF NEW MEMBERS

The addition of a new member to the Company shall require written consent of members owning a majority of the interest of the members.

ARTICLE VI

MANAGEMENT

The Company shall be managed by a Board of Managers. The members of the Company may from time to time increase or decrease the number of members of the Board of Managers in accordance with their respective voting rights as provided in these Articles. The names and addresses of the initial members of the Board of Managers of the Company, who shall serve until the first annual meeting of members or until their respective successors are elected and have qualified, are:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Tim Petrillo | 1520 S.E. 2 nd Street Fort Lauderdale, Florida 33301 |
| Peter Boulukos | 6816 N.W. 28 th Avenue Fort Lauderdale, Florida 33309 |
| Alan Hooper | 2000 S. Ocean Lane Apartment 12 Fort Lauderdale, Florida 33316 |
| William Ivan | 741 N.E. 111 Street Biscayne Park, Florida 33161 |

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99 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Members of the Board of Managers may be designated as officers of the Company. Such designation shall be by simple majority vote of the members. Officers of the Company shall have such duties, obligations, rights and privileges as designated in the Regulations of the Company as adopted from time to time by a simple majority vote of the members.

ARTICLE VIII

VOTING RIGHTS

Each member's vote shall be governed by the Regulations of the Company.

ARTICLE IX

AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the company unless such obligation is approved and required by a majority vote of the members.

ARTICLE IX

TERMINATION

Within ninety (90) days of the occurrence of any event which would terminate the continued membership of a member of the Company, including but not limited to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, the Company shall terminate unless a majority of the voting interest of the remaining members shall have voted to continue the business and further providing that the Company shall at all times have no less than one member.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Fort Lauderdale, Broward County, Florida, for the foregoing uses and purposes this 9 day of MARCH, 1999.




Tim Petrillo, Member

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99 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for TB-RIVERWALK GP, L.L.C. at the place designated in the Articles of Organization, I hereby accept the appointment as registered agent Florida Statutes, 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.


Louise J. Allen, Registered Agent

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09 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

FILED
09 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tim Petrillo, being duly sworn, deposes and says:

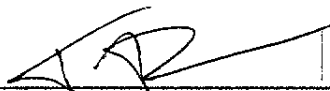
1. That he is a duly authorized member of the Board of Members of TB-RIVERWALK GP, L.L.C., a Florida limited liability company (the "Company").

2. The Company has at least one member.

3. The members of the Company have contributed \$1,000.00 to the capital of the Company.


4. The members of the Company are / ^{anticipated} to contribute no additional capital to the Company and that no non-cash property has been or will be contributed to the Company.

Further affiant sayeth naught.



Tim Petrillo, Member

The foregoing instrument was acknowledged before me this 9th day of March, 1999, by Tim Petrillo who is personally know to me or who has produced a driver's license as identification and who did/did not take an oath.



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

MAW-AGT\04260\000\LLC-CAP.AFF



THOMAS PAZ
My Comm Exp. 1/23/00
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No. CC525933
☒ Currently Issued ☐ Other I. D.