

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
ATLANTA, GA 30301
404-222-1173

L99000001568

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

CINDY HICKS

DATE:

3/19

REF. #:

0174-8269

CORP. NAME:

5 O'clock Property Management
LLC

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- () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() CERT. OF AUTHORITY () LIMITED PARTNERSHIP ☒ LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER:

L99-1568
Name OR319
Availability
Document
Examiner
Updater
Updater
Verifier
Acknowledgment
W. P. Vermyer

STATE FEES PREPAID WITH CHECK# 92 FOR \$ 337.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- ☒ CERTIFIED COPY () CERTIFICATE OF STATUS () PLAIN STAMPED COPY

500002811755--9
-03/19/99--01036--010
****337.50 ****337.50

Examiner's Initials

ARTICLES OF ORGANIZATION

5 O'CLOCK PROPERTY MANAGEMENT, L.L.C.,
a Florida limited liability company

ARTICLE I
NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

5 O'CLOCK PROPERTY MANAGEMENT, L.L.C.

ARTICLE II
PURPOSES AND POWERS

The Limited Liability Company may engage in any lawful activity or business permitted under the laws of the United States and the State of Florida. The Limited Liability Company has the power to do all things necessary or convenient to carry out its lawful business and affairs, including, without limitation, those powers specifically enumerated in Chapter 608 of the Florida Statutes.

ARTICLE II
DURATION; DISSOLUTION

The Limited Liability Company shall continue in existence perpetually, unless the Limited Liability Company is earlier dissolved and its affairs wound-up in accordance with the provisions of these Articles of Organization, Chapter 608 of the Florida Statutes, or under the Operating Agreement and/or Regulations of the Limited Liability Company. The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any event which terminates the continued membership of any Member as a matter of law, unless more than fifty percent (50%) in interest of the remaining Members consent to the continued existence of the Limited Liability Company within ninety (90) days after the occurrence of such event.

ARTICLE III
PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

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1280 Northport Drive
Sarasota, Florida 34242

ARTICLE IV
INITIAL REGISTERED AGENT/OFFICE

The Limited Liability Company's registered office and its initial registered agent shall be:

Leslie W. Gray
1280 Northport Drive
Sarasota, Florida 34242

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ARTICLE V
ADMITTANCE OF NEW MEMBERS

No new Member shall be admitted without the prior written consent of more than fifty percent (50%) in interest of all Members. A Member shall not so consent unless the proposed new Member shall accept, in a form satisfactory to the Managers, all the terms and conditions of the Operating Agreement and/or Regulations of the Limited Liability Company, including the representations and warranties contained therein and the proposed new Member shall have furnished the Limited Liability Company with an opinion of counsel, satisfactory in form and substance to such Members that the proposed transfer will not violate any federal or applicable state securities law and that the proposed transfer will not adversely affect the Limited Liability Company from being taxed as a partnership for federal income tax purposes.

ARTICLE VI
MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected by more than fifty percent (50%) in interest of the Members. All such powers of the Limited Liability Company shall be exercised only by or under the authority of such Manager(s), except as otherwise provided by law, Chapter 608 of the Florida Statutes, these Articles of Organization, the Operating Agreement and/or the Regulations of the Limited Liability Company. The following is a list of names and addresses of the duly elected Manager(s), each to serve until their successor shall have been duly elected and qualified:

Leslie W. Gray

1280 Northport Drive
Sarasota, Florida 34242

Charles Kelley

1280 Northport Drive
Sarasota, Florida 34242

ARTICLE VII
INDEMNIFICATION

The Limited Liability Company shall indemnify the Manager(s) and Member(s) to the fullest extent permitted or required by the Act, as amended from time to time. The Limited Liability Company may also indemnify its employees and other representatives or agents up to the fullest extent permitted under the Chapter 608 of the Florida Statutes or other applicable law, provided that the indemnification in each such situation is first approved by a majority of the Members.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the
17th day of March, 1999.

WITNESSES:

Laura F. Gaines
Print Name LAURA F. GAINES

Jan W. Pitchford
Print Name Jan W. Pitchford

Kenneth D. Doerr
Print Name KENNETH D. DOERR

Rebecca J. Proctor
Print Name REBECCA J. PROCTOR

Leslie W. Gray
Leslie W. Gray

Charles Kelley
Charles Kelley

"MANAGERS"

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

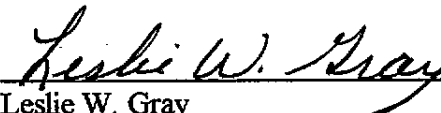
5 O'CLOCK PROPERTY MANAGEMENT, L.L.C.,

2. The name and the Florida street address of the registered agent are:

Leslie W. Gray
1280 Northport Drive
Sarasota, Florida 34242

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 3-17-99


Leslie W. Gray

"REGISTERED AGENT"

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AFFIDAVIT OF MEMBERS AND CAPITAL CONTRIBUTIONS

The undersigned Members or Authorized Representatives of the Members of 5 O'CLOCK PROPERTY MANAGEMENT, L.L.C., a Florida limited liability company, certifies as follows:

1. The above named Limited Liability Company has at least one Member;
2. The total amount of cash contributed by the Member(s) is \$ -0-;
3. The agreed value of property other than cash contributed by Member(s) is \$275,625.00 ; (A description of the property is attached and made a part hereto); and
4. The total amount of cash and property contributed and anticipated to be contributed by Member(s) is \$-0-.

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.

Leslie W. Gray
Leslie W. Gray

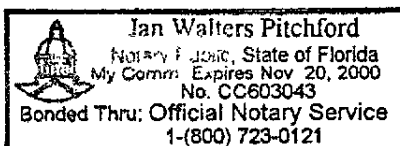
"MANAGER"

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of March, 1999, by Leslie W. Gray, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Jan W. Pitchford
Notary Public
Print Name Jan W. Pitchford

My Commission Expires:



PROPERTY DESCRIPTION ATTACHMENT

5 O'CLOCK PROPERTY MANAGEMENT, L.L.C.

Lot 12, Block J. CITY HALL SQUARE, UNIT #2, according to the plat thereof, recorded in Plat Book 2, Page 123 of the Public Records of Sarasota County, Florida; LESS a portion of said Lot 12 described as follows:

Begin at the NE corner of said Lot 12; thence run 105 feet, more or less, along the East line of said Lot 12 to the SE corner of said Lot 12; thence run 0.40 feet West along the South Line of said Lot 12 to a point; thence run in a straight line Northerly to the NE corner of said Lot 12, being the point of beginning; AND LESS a portion of said Lot 12 described as follows:

Begin at the NW corner of said Lot 12; thence East along the North line of Lot 12, a distance of 0.73 feet; thence with an angel of 90°00'to the right, run a distance of 81 feet to the intersection with the West line of said Lot 12, thence N 0°29' West along the West line of said Lot 12, 81 feet to the point of beginning.

TOGETHER WITH: The following described land (described in Deed Book 337, Page 416, Public Records of Sarasota County, Florida): Begin at the SE corner of Lot 13, Block "J" of CITY HALL SQUARE, UNIT #2, recorded in Plat Book 2, Page 123, Public Records of Sarasota County, Florida; thence West along South line of Lot 13, a distance of 0.21 feet; thence with an angel of 90°00' to the right, run a distance of 24 feet to the intersection with the East line of said Lot 13; thence S 0°29' East along the East line of said Lot 13, 24 feet to the point of beginning.

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