

L99000001872

## ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- EXPO DEVELOPMENT PARTNERS, L.L.C.

2-

3-

4-

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -2 PM 2:38

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" 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

900002828369--6  
-04/02/99--01087--021  
\*\*\*337.50 \*\*\*337.50

### OTHER FILINGS

Name	<u>ASAP</u>
Available	<u>Fictitious Name</u>
<input checked="" type="checkbox"/>	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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**ARTICLES OF ORGANIZATION  
OF  
EXPO DEVELOPMENT PARTNERS, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, does hereby certify as follows:

**ARTICLE I  
NAME**

The name of the limited liability company is EXPO DEVELOPMENT PARTNERS, L.L.C. (the "Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company is: 431 East Horatio Avenue, Suite 200, Maitland, Florida 32751.

**ARTICLE III  
DURATION**

The period of duration of the Company will be from the date of the filing of these Articles of Organization until December 31, 2028.

**ARTICLE IV  
MANAGEMENT**

The Company will be managed by the Members. The initial Managing Members (the "Managers") of the Company will be:

Jean Pierre Cuenant

431 East Horatio Avenue, Suite 200  
Maitland, Florida 32751

**ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted to the Company upon the approval of all Members.

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**ARTICLE VI  
REGULATIONS AND OPERATING AGREEMENT**

The management and affairs of the Company will be conducted in accordance with the Operating Agreement of the Company adopted by the Members, as the same may from time to time be amended in accordance with the terms thereof.

**ARTICLE VII  
TERMINATION OF MEMBERSHIP  
AND CONTINUANCE OF BUSINESS**

The Company will not be dissolved upon the retirement, resignation or expulsion of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

**ARTICLE VIII  
PURPOSE**

The Company's business and purpose shall consist solely of the acquiring, owning, holding, selling, leasing, transferring, exchanging, operating and/or managing the expansion of the Orange County Convention Center, and such activities as are necessary, incidental or appropriate in connection therewith.

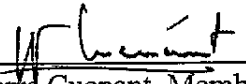
**ARTICLE IX  
TITLE TO COMPANY PROPERTY**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

**ARTICLE X  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, and the name of the initial registered agent of the Company at that address is James R. Pratt.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 31<sup>st</sup> day of March, 1999.

  
\_\_\_\_\_  
Jean Pierre Cuenant, Member

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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 to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: EXPO DEVELOPMENT PARTNERS, L.L.C.
2. The name and the Florida street address of the registered agent and office are:

James R. Pratt  
c/o Graham, Clark, Jones, Builder, Pratt & Marks  
369 N. New York Avenue, 3rd Floor  
Winter Park, Florida 32789

By:   
Jean Pierre Cuenant, Member

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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.

  
JAMES R. PRATT

Dated this 31<sup>st</sup> day of March, 1999.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

The undersigned Member of EXPO DEVELOPMENT PARTNERS, L.L.C., deposes and says:

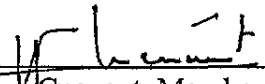
1. EXPO DEVELOPMENT PARTNERS, L.L.C., is a Florida limited liability company (the "Company") and has at least one (1) Member.

2. The total amount of cash contributed by the Member of the Company is \$ -0-.

3. The agreed value of property other than cash to be contributed by Member of the Company is approximately \$ -0-.

4. The total amount of cash and property anticipated to be contributed by Member of the Company is \$ 200,000.00.

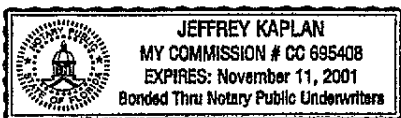
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$ 200,000.00.

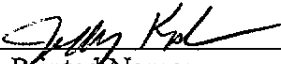
  
\_\_\_\_\_  
Jean Pierre Cuenant, Member

(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.)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of March, 1999, by Jean Pierre Cuenant. He is personally known to me.



  
\_\_\_\_\_  
Printed Name:  
NOTARY PUBLIC  
My Commission Expires: