

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

File 1st

L99000002129
FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS 100002838651--3
DATE: 4/14 -04/14/99--01040--016
REF. #: 0182-6382 *****346.25 *****346.25
CORP. NAME: C G of Jacksonville, LLC

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

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STATE FEES PREPAID WITH CHECK# 4680 FOR \$ 346.25

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

Name 4/14/99
Availability dec
Document
Examiner DCC
PLEASE RETURN: DCC
X CERTIFIED COPY DCC
Verifier
Acknowledgement DCC
P. Verifier DCC
Examiner's Initials

COST LIMIT: \$

(X) CERTIFICATE OF STATUS
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

() PLAIN STAMPED COPY

99 APR 14 AM 10:31

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621200000997 288900000099

7 pages



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 14, 1999

CCRS
CINDY HICKS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301

SUBJECT: CG OF JACKSONVILLE, LLC
Ref. Number: W99000008872

We have received your document for CG OF JACKSONVILLE, LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the 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

Letter Number: 699A00018972

**ARTICLES OF ORGANIZATION
OF
CG OF JACKSONVILLE, LLC
A LIMITED LIABILITY COMPANY**

* * *

**ARTICLE I
NAME**

The name of this limited liability company is CG of Jacksonville, LLC, referred to in these Articles of Organization as the Company.

**ARTICLE II
DURATION**

Unless dissolved earlier, the Company's duration shall be perpetual.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the principal office of the Company is c/o J.S. Karlton, 75 Holly Hill Lane, Suite 300, Greenwich, Connecticut 06830. This address will also be used as the mailing address.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The initial registered office of the Company is c/o McGuire Woods Battle & Boothe, LLP, 50 North Laura Street, 3300 Barnett Center, Jacksonville, Florida 32202, and its initial registered agent is RAX CO.

Prepared by Halcyon E. Skinner, Esquire
McGuire Woods Battle & Boothe, LLP
50 North Laura Street
3300 Barnett Center
Jacksonville, Florida 32202
(904) 798-2626
Florida Bar No. 0169598

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TALLAHASSEE, FLORIDA

**ARTICLE V
PURPOSE AND POWERS**

The Company's business and purpose shall consist solely of the following:

(a) to acquire a general partnership interest in and act as the general partner of Capital Growth of Jacksonville, Ltd., a Florida limited partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as the BellSouth Building located in Jacksonville, Florida; and

(b) to engage in such other lawful activities permitted to limited liability companies by the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

**ARTICLE VI
MANAGEMENT**

The Company shall be managed by Managers. The names and addresses of the initial Managers who shall serve until their successors are elected and qualify are as follows:

John S. Karlton
75 Holly Hill Lane
Suite 300
Greenwich, Connecticut 06830

J.S. Karlton Company of Florida, Inc.
75 Holly Hill Lane
Suite 300
Greenwich, Connecticut 06830

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be determined by a majority in interest of the members.

**ARTICLE VIII
CONTINUATION OF BUSINESS**

The right of the remaining members of the Company to continue its business upon the 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 shall be determined by a majority in interest of the remaining members.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization as of this 9th day of April, 1999.

J.S. KARLTON COMPANY OF FLORIDA, INC.,
a Member

By: _____

James Psaki, Executive Vice President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, James Psaki, Executive Vice President of J.S. Karlton Company of Florida, Inc., a member of CG of Jacksonville, LLC, pursuant to Florida Statutes Section 608.407, hereby affirms the following and the limited liability company has only one member.

1. The total anticipated capital contribution by the members is \$1,000 in cash and total.
2. The total initial capital contribution by the members is \$1,000 in cash.
3. No property.

J.S. KARLTON COMPANY OF FLORIDA, INC.,
a member

By: _____

James Psaki, Executive Vice President

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for CG of Jacksonville, LLC (the "Company"), in the foregoing Articles of Organization, the undersigned hereby agrees to act in that capacity, and, on behalf of the Company, to accept service of process for the Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

RAX CO.

By: _____

HALCYON E. SKINNER, President

DATED: April 9, 1999

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TALLAHASSEE, FLORIDA