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WALKER AND ASSOCIATES, ATTORNEYS, P.A.

235 Maitland Avenue South, Suite 216

Maitland, Florida 32751

Berry J. Walker, Jr., Esquire

Art. cert.  
00789-00524-00471

W99-11348

OFF: (407) 644-6535

FAX: (407) 644-8369

May 12, 1999

Via UPS Overnight Delivery

200002873912--4

-05/13/99-01071-005

\*\*\*\*285.00 \*\*\*\*285.00

Florida Department of State  
Attention: New Limited Liability Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Organization for Westgate Professional Center Partners, LC

To Whom It May Concern:

Enclosed please find the original and one copy of Articles of Organization for Westgate Professional Center Partners, LC, to be filed with the Florida Department of State. I have enclosed a check in the amount of \$285.00. Please return a filed copy in the enclosed envelope.

Should you have any questions, please advise.

Very truly yours,



Berry J. Walker, Jr.

BJW/ldw  
Enclosures

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 28 PM 4: 09



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 14, 1999

BERRY J. WALKER, JR.  
WALKER AND ASSOCIATES, ATTORNEYS, P.A.  
235 MAITLAND AVENUE SOUTH, SUITE 216  
MAITLAND, FL 32751

SUBJECT: WESTGATE PROFESSIONAL CENTER PARTNERS, LC  
Ref. Number: W99000011348

We have received your document for WESTGATE PROFESSIONAL CENTER PARTNERS, LC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The AFFIDAVIT must include the ANTICIPATED contributions, in addition to the contributions already made 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 099A00026692

**ARTICLES OF ORGANIZATION  
OF  
WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**

The undersigned Organizers/Organizing Members to these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida and Chapter 608 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the limited liability company shall be **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company.

**ARTICLE II - DURATION**

The period of the limited liability company's existence shall be perpetual.

**ARTICLE III - PRINCIPAL OFFICE OF CORPORATION**

The mailing address and the street address of the principal office of the principal office of the limited liability company shall be:

235 South Maitland Avenue, Suite 216  
Maitland, Florida 32751

**ARTICLE IV - NAME AND STREET ADDRESS OF REGISTERED AGENT**

The name and street address of the initial registered agent in the state of Florida for the limited liability company shall be:

Berry J. Walker, Jr., Esquire  
Florida Bar Number 0742960  
WALKER AND ASSOCIATES, ATTORNEYS, P.A.  
235 Maitland Avenue South, Suite 216  
Maitland, Florida 32751

**ARTICLE V - NATURE OF BUSINESS**

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE VI - RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS**

The Organizing Members of this limited liability company, whom are signatories to these Articles of Organization, have the right to admit additional members to the limited liability company in their sole discretion, upon the unanimous consent of the Organizing Members of this limited liability company.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 28 PM 4:05

ARTICLE VII  
RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY COMPANY  
UPON THE DEATH, RETIREMENT, RESIGNATION, EXPULSION, BANKRUPTCY  
OR DISSOLUTION OF A MEMBER OR THE OCCURRENCE OF ANY OTHER  
EVENT WHICH TERMINATED THE CONTINUED MEMBERSHIP OF A MEMBER IN  
THE LIMITED LIABILITY COMPANY

A. Right of Substitution. The right of a Member to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:

1. A fully executed and acknowledged written instrument of assignment must be filed with the Organizing Members setting forth the intention of the assignor that the assignee become a Member in his or her place;

2. The assignor and the assignee must execute and acknowledge such other instruments as the Organizing Members may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any provision of the Articles of Organization;

3. A reasonable transfer fee shall have been paid to the limited liability company; and

4. The written consent of the Organizing Members to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the Organizing Members.

B. Admission of Additional Members. The Organizing Members of this limited liability company have the right to admit additional Members in their sole discretion, upon the unanimous consent of the Organizing Members.

C. Termination of Membership of a Member. The membership of a Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, expulsion by unanimous consent of the remaining Members of the limited liability company, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company. Upon the termination of a Member's membership in this limited liability company, the Organization shall, within 120 days following such termination, pay the fair market value of the terminated Member's interest in the limited liability company, to the Member, the Member's successors, heirs and/or assigns, as the case may be.

D. Right to Continue Business. All of the remaining Members of this limited liability company may elect to continue the business of

this limited liability company 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 of this limited liability company, upon the vote of a majority of the remaining Members of this limited liability company.

COUNT VIII - MANAGEMENT OF THE ORGANIZATION

This limited liability company shall be managed by a manager, whose name and address is:

M. Shane Murray  
235 South Maitland Avenue, Suite 216  
Maitland, Florida 32751

M. Shane Murray shall serve jointly and collectively as the managers of the limited liability company until the first annual meeting of the members or until their successors are elected and qualify.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6 day of MAY, 19 99.

ORGANIZING MEMBERS:

M. Shane Murray  
M. Shane Murray

STATE OF: FLORIDA  
COUNTY OF: SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 6 day of MAY, 1999, by M. Shane Murray, who did take an oath.

Check One:

☐ He/she is personally known to me; or  
☒ He/she has produced FL DRIVER LICENSE as identification.

Karla S. Vall  
NOTARY PUBLIC



Karla E. Valladares  
MY COMMISSION # CC650809 EXPIRES  
May 27, 2001  
BONDED THRU TROY FAIR INSURANCE, INC

(typed-printed or stamped name of Notary)  
My Commission Expires:

MANAGER:

M. Shane Murray  
M. Shane Murray

STATE OF FLORIDA  
COUNTY OF **SEMINOLE**

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 6 day of May, 1999, by M. Shane Murray, who did take an oath.

Check One:

☐ He/she is personally known to me; or  
☒ He/she has produced FL DRIVER LICENSE as identification.



Karia E. Valladares  
MY COMMISSION # CC650809 EXPIRES  
May 27, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Karia E. Valladares  
NOTARY PUBLIC

(typed-printed or stamped name of Notary)  
My Commission Expires:

**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company, organizing under the laws of the State of Florida with its principal office located at 1399 West State Road 434, Longwood, Florida 32750, has named Berry J. Walker, Jr., whose address is 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I, Berry J. Walker, Jr., agree to act as the Registered Agent of **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company.



Berry J. Walker, Jr., Esquire  
Florida Bar Number 0742960  
WALKER AND ASSOCIATES, ATTORNEYS, P.A.  
235 Maitland Avenue South, Suite 216  
Maitland, Florida 32751  
Phone: (407) 644-6535  
Fax: (407) 644-8369

STATE OF FLORIDA  
COUNTY OF SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this MAY 6 day of MAY, 1999, by BERRY J. WALKER, JR., who did take an oath.

Check One:

☒ He/she is personally known to me; or  
☐ He/she has produced \_\_\_\_\_ as identification.



Karla E. Valladares  
MY COMMISSION # CC650809 EXPIRES  
May 27, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC

(typed-printed or stamped name of Notary)  
My Commission Expires:

**AFFIDAVIT OF MEMBERSHIP WITH REGARD TO:**  
**WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

STATE OF FLORIDA  
COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared M. Shane Murray, an Organizing Member of **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company, who, upon first being duly sworn according law, deposes and says:

1. My name is M. Shane Murray and I am over the age of twenty-one years, sui juris, and competent to make this affidavit from my own personal knowledge.

2. I am an Organizing Member of **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company.

3. There is one Organizing Members of **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company whose names and mailing addresses are as follows:

NAME OF ORGANIZING MEMBER	ADDRESS OF ORGANIZING MEMBER
M. SHANE MURRAY	1399 WEST STATE ROAD 434 LONGWOOD, FLORIDA 32750

4. As of the date of the filing of this Affidavit, Golden Florida Management, Inc., a Florida corporation, has contributed \$21,000.00 to the **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company. It is anticipated that this Organizing Member may contribute additional property or capital to **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company, the value of which is unknown at this time.

5. As of the date of the filing of this Affidavit, Capri Homes, Inc., a Florida corporation, has contributed \$21,000.00 to the **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company. It is anticipated that this Organizing Member may contribute additional property or capital to **WESTLAKE PROFESSIONAL CENTER PARTNERS, LC**, a Florida limited liability company, the value of which is unknown at this time.

6. It is anticipated that there will be no additional contributions to Westlake Professional Center Partners, LC from any of the members thereof.



7. This Affidavit is made for the purpose of complying with Chapter 608 of the Florida Statutes regarding formation of a limited liability company.

FURTHER AFFIANT SAYETH NOT.

ORGANIZING MEMBER:

MANAGER:

M. Shane Murray  
M. Shane Murray

M. Shane Murray Manager  
M. Shane Murray

STATE OF: FLORIDA  
COUNTY OF: SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 6 day of MAY, 1999, by M. SHANE MURRAY, who did take an oath.

Check One: \_\_\_\_\_

☐ He/she is personally known to me; or  
☒ He/she has produced FL DRIVER LICENSE as identification.



Karla E. Valladares  
MY COMMISSION # CC650809 EXPIRES  
May 27, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Karla E. Vall  
NOTARY PUBLIC

(typed-printed or stamped name of Notary)  
My Commission Expires:

STATE OF: FLORIDA  
COUNTY OF: SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 6 day of MAY, 1999, by M. SHANE MURRAY, who did take an oath.

Check One: \_\_\_\_\_

☐ He/she is personally known to me; or  
☒ He/she has produced FL DRIVER LICENSE as identification.



Karla E. Valladares  
MY COMMISSION # CC650809 EXPIRES  
May 27, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Karla E. Vall  
NOTARY PUBLIC

(typed-printed or stamped name of Notary)  
My Commission Expires: