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Document Number Only

CT Corporation System  
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Tallahassee, FL 32301  
Tel 850 222 1092  
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Attn: Jeff Netherton

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-09/27/99--01131--008  
\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

Towne/Hembree LLC

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name **MJH**  
Availability  
Document  
Examiner  
Verifier  
Acknowledgement  
W.P. Verifier

09/27/99

RECEIVED  
SEP 27 PM 1:23  
TALLAHASSEE  
FLORIDA

FILED  
99 SEP 27 PM 4:01  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 27 PM 4:01

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Towne/Hembree LLC

## ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

710 North Plankinton Avenue, Suite 1200, Milwaukee, WI 53203

## ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Fifteen (15) years from the date of the filing of these Articles.

## ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are: .....

Hembree Properties, Inc., P. O. Box 2007, Sarasota, FL 34230-2007

## ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

No specific right of Members to admit additional members.

#### **ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

The Company shall not be dissolved, so long as at least 50% of the remaining Percentage Interest in the Company affirmatively vote to continue the business of the Company.

#### **ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Towne/Hembree LLC

\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ --;  
(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 \$ 1,000,000.00.

  
\_\_\_\_\_  
**Signature of a member or an authorized representative of a 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.)

James D. Borris, Vice President of Towne Development of Town Center, Inc., Member  
Typed or printed name of signee

**Filing Fee: \$250.00 for Articles and Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Towne/Hembree LLC

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

*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.*

Connie Bryan  
(Signature)  
**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

9/27/99  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

## **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Towne/Hembre LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$100,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000,000. This total includes amounts from 2 and 3 above.

**TOWNE DEVELOPMENT OF TOWN CENTER, INC., MEMBER**

By: \_\_\_\_\_

James D. Borris, Vice President

Signature of a member or authorized representative of a member.

(In accordance with section 608.402(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**FILING FEE:** \$250 for Articles of Organization and Affidavit