

1798000000057

LAW OFFICES  
**DUNSTAN, DUNSTAN & CLEARY, P.C.**

A PROFESSIONAL CORPORATION  
P. O. BOX 204690  
AUGUSTA, GEORGIA 30917

BERNARD S. DUNSTAN, JR.

JAMES RICHARD DUNSTAN

MARK A. CLEARY

FRANK S. TURNER, JR.  
(GA and SC)

OFFICE  
3632 WHEELER ROAD, SUITE 1  
AUGUSTA, GEORGIA 30909

TELEPHONE  
706-860-9983  
FAX  
706-860-3786

January 13, 1997

Florida Department of State  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200002401902--6  
-01/15/98--01086--003  
\*\*\*\*285.00 \*\*\*\*285.00

RE: GLEASON MALL, LLC

Dear Sir:

Please find enclosed our check number 12454 in the amount of \$285.00 covering the filing fees for the captioned limited liability company. Also enclosed are the necessary documents for application to transact business in Florida.

If you have any questions, please do not hesitate to call.

Yours very truly,

  
Bernard S. Dunstan, Jr.

BSDjr/ddm

Enclosures  
97-367

FILED  
98 JAN 15 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	1/23/98
Availability	dec
Document Examiner	DEC
Updater	DEC
Updater Verifier	?
Acknowledgement	DEC
W. P. Verifier	DEC

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# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. GLEASON MALL, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Georgia  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. January 2, 1998  
(Date of Organization)
5. January 1, 2040  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 13, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3632 Wheeler Road, Suite 2  
Augusta, Georgia 30909  
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>James M. Hull</u>	<u>Member-Manager</u>	<u>3632 Wheeler Road, Suite 2, Augusta, GA</u>	<u>30909</u>
<u>Barry L. Storey</u>	<u>Member-Manager</u>	<u>3632 Wheeler Road, Suite 2, Augusta, GA</u>	<u>30909</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

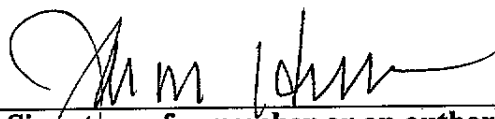
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 98 JAN 15 AM  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
GLEASON MALL, LLC \_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is
- 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  
(This total includes amounts from 2 and 3 above.)

\$ 2,000.00  
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98 JAN 15 9:00  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA



**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 M. Hull

Typed or printed name of signee

**Filing Fee: \$250.00 for Application 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

GLEASON MALL, LLC

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

BETTY M. FEDERICO

(name)

ROUTE 10 BOX 428

Florida street address (P.O. Box **NOT** ACCEPTABLE)

LAKE CITY,

FL

32025

City/State/Zip

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98 JAN 15 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

Betty M. Federico  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9745687  
EFFECTIVE DATE: 01/02/1998  
COUNTY : RICHMOND  
REFERENCE : 0077  
PRINT DATE : 01/02/1998  
FORM NUMBER : 356

BERNARD S. DUNSTAN  
STE 1, 3632 WHEELER ROAD  
AUGUSTA, GA 30909

CERTIFICATE OF ORGANIZATION

I, Lewis A. Massey, the Secretary of State of the State of Georgia,  
do hereby certify under the seal of my office that

GLEASON MALL, LLC  
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on  
the effective date stated above by the filing of articles of  
organization in the office of the Secretary of State and by the  
paying of fees as provided by Title 14 of the Official Code of  
Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the  
State of Georgia on the date set forth above.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

FILED  
98 JAN 15 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF  
GLEASON MALL, LLC

I.

The name of the limited liability company is

GLEASON MALL, LLC.

II.

The latest date on which the limited liability company is to dissolve is January 1, 2040.

III.

Management of the limited liability company is vested in the following member-managers whose names and addresses are as follows:

JAMES M. HULL

3632 Wheeler Road, Suite 2  
Augusta, Georgia 30909

BARRY L. STOREY

3632 Wheeler Road, Suite 2  
Augusta, Georgia 30909

Any one member-manager may execute legal documents and bind the limited liability company.

IV.

The mailing address of the limited liability company's principal place of business is as follows:

3632 Wheeler Road, Suite 2  
Augusta, Georgia 30909

V.

The initial registered agent and initial registered office of the limited liability company are as follows:

James M. Hull  
3632 Wheeler Road, Suite 2  
Augusta, Richmond County, Georgia 30909

This 31st day of December, 1997.

SIGNED:



JAMES M. HULL  
Organizer, Member-Manager, by  
Bernard S. Dunstan, Jr.  
Attorney-in-Fact



BARRY L. STOREY  
Organizer, Member-Manager, by  
Bernard S. Dunstan, Jr.  
Attorney-in-Fact

DDM/GLEASON.ART

BSA 100

JAN 2 10 16 AM '98