

M98000000547

McCLURE & McCLURE, LLC
ATTORNEYS AT LAW

JAY Y. McCLURE
KATHIE G. McCLURE
DAVID R. TANNEN

OF COUNSEL
LISA G. ROWLING
FILED
98 MAY 29 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 22, 1998

VIA: FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002535367--6
-05/26/98-01088-002
***398.75 ***398.75

RE: Application by Shoppes at Pelican Landing, LLC, a Georgia limited liability company, for Authorization to Transact Business in Florida

Our File No. 3169

To Whom It May Concern:

Please find enclosed herewith the following documentation with respect to Shoppes at Pelican Landing, LLC, a Georgia limited liability company, for authorization to transact business in Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with attached original Certificate of Existence;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company with attached property description;
3. Certificate of Designation of Registered Agent, Registered Office executed by Ms. Jo Beaudry; and
4. This firm's check in the amount of \$398.75 made payable to the Florida Department of State for the following:

M98-547

Name	_____
Availability	_____
Document	_____
Examiner	_____
Updater	_____
Verifier	_____
Acknowledgment	_____
W. P. Verifier	_____

Florida Department of State
Registration Section
May 22, 1998
Page 2

- (a) \$250.00 filing fee for Application and Affidavit;
- (b) \$ 35.00 Designation of Registered Agent fee;
- (c) \$105.00 for two (2) certified copies; and
- (d) \$ 8.75 for one (1) Certificate of Status.

Please process the enclosed documents as soon as possible and return to me in the enclosed Federal Express envelope the Letter of Acknowledgment, together with the two (2) certified copies and Certificate of Status.

Please do not hesitate to contact me at your convenience should you have any questions with respect to the matters addressed herein.

Sincerely,

Lisa G. Rowling
Lisa G. Rowling

LGR/eq
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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May 29, 1998

VIA: FEDERAL EXPRESS - PRIORITY

Ms. Tammi Cline
Florida Department of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

RE: Shoppes at Pelican Landing, LLC

Your Reference No. W98000012065
Our File No. 3169

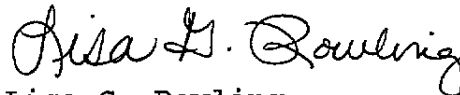
Dear Tammi:

Pursuant to your letter to me dated May 27, 1998, and pursuant to our telephone conversation on Friday morning, please find enclosed herewith a Consent of Members of Shoppes at Pelican Landing, LLC adopting the alternate name of Pelican Landing, LLC for use in the State of Florida. It is my understanding from Ms. Diane Cushing in your office that this name is available.

As we discussed by telephone on Friday, it is imperative that we receive Florida registration as quickly as possible so I would appreciate you expediting the processing of our request and returning it to me in the enclosed Federal Express envelope as soon as possible.

Please do not hesitate to contact me at your convenience should you have any questions with respect to the matters addressed herein.

Sincerely,



Lisa G. Rowling

LGR/eq
Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

LISA G. ROWLING
MCCLURE & MCCLURE, LLC
SUITE 160-OVERLOOK 1,2849 PACES FERRY RO
ATLANTA, GA 30339

SUBJECT: SHOPPES AT PELICAN LANDING, LLC
Ref. Number: W98000012065

We have received your document for SHOPPES AT PELICAN LANDING, LLC and your check(s) totaling \$398.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 198A00029721

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TALLAHASSEE, FLORIDA

CONSENT OF MEMBERS OF SHOPPES AT PELICAN LANDING, LLC
IN LIEU OF MEETING

Pursuant to O.C.G.A. § 14-11-309, the undersigned, being the sole member of Shoppes at Pelican Landing, LLC, a Georgia limited liability company (the "Company"), hereby consents to the following actions:

1. To adopt the name Pelican Landing ^{LLC} of Georgia for purposes of registering the Company with the Department or State of Florida. The Company will do business in Florida under the name Pelican Landing of Georgia, LLC.

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, has caused this Consent of Members of Shoppes at Pelican Landing, LLC to be executed effective as of the 29th day of May, 1998.

WALLACE ENTERPRISES, INC., a
Georgia corporation, Sole Member

By: James P. Phillips, Jr.
James P. Phillips, Jr.,
Secretary

[CORPORATE SEAL]

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TALLAHASSEE, FLORIDA

**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. Shoppes at Pelican Landing, 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. 58-2389545
(FEI number, if applicable)
4. May 15, 1998
(Date of Organization)
5. December 31, 2018
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5370 Oakdale Road, Smyrna, Georgia 30082

(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 C. Wallace, Jr.</u>	<u>MGR</u>	<u></u>	<u></u>
<u>5370 Oakdale Road</u>		<u></u>	
<u>Smyrna, Georgia 30082</u>		<u></u>	
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TALLAHASSEE, FLORIDA

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.)

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

The undersigned member or authorized representative of a member of Shoppes at
Pelican Landing, LLC certifies:

- 1) the above named limited liability company has at least ^{one}~~two~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 11,195,000.00
(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 \$ 11,195,100.00
(This total includes amounts from 2 and 3 above.)



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 C. Wallace, Jr.

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

PROPERTY DESCRIPTION

Tracts D, E, and F, Shoppes at Pelican Landing, according to plat thereof recorded in Plat Book 60, Pages 4 and 5, Public Records of Lee County, Florida.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Shoppes at Pelican Landing, LLC

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

Ms. Jo Beaudry

(Name)

5031 North Beach Road, Apt. 112B

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

Manasota Key

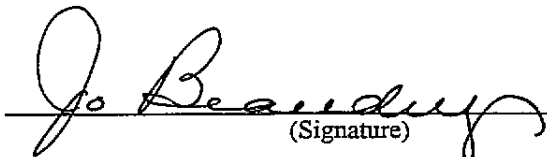
FL

34223

City/State/Zip

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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.


(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

DOCKET NUMBER : 981390770
CONTROL NUMBER : 9819004
DATE INC/AUTH/FILED: 05/15/1998
JURISDICTION : GEORGIA
PRINT DATE : 05/19/1998
FORM NUMBER : 211

ELOISE QUINNELLY/MCCLURE & MCCLURE, LLC
2849 PACES FERRY RD, STE 160
ATLANTA GA 30339

CERTIFICATE OF EXISTENCE

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

SHOPPES AT PELICAN LANDING, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

