

Filing Fee: \$150.00

ID Number: 131398



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

RECEIVED  
STATE  
CORPORATIONS DIVISION  
APR 15 11 37 AM '03

**LIMITED LIABILITY COMPANY**

**ARTICLES OF ORGANIZATION**  
(To Be Filed In Duplicate)

Pursuant to the provisions of Chapter 7-16 of the General Laws, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

FC Ashton Mill Member, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street, Providence, RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is C T Corporation System  
(Name of Agent)

3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

(Check one box only)

a partnership *or*  a corporation *or*  disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:

50 Public Square, Suite 1160, Cleveland, Ohio 44113

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business which a limited partnership may carry on, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

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By JB#9

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6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7. The limited liability company is to be managed by:

(Check one box only)

its members or  by one (1) or more managers

8. If the limited liability company has managers at the time of filing these Articles of Organization, state the name and address of each manager:

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

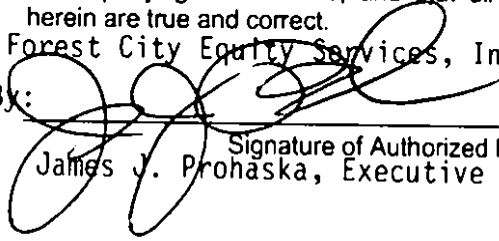
9. The date these Articles of Organization are to become effective, if later than the date of filing, is:

\_\_\_\_\_ (not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Forest City Equity Services, Inc., member

Date: 4/11/03

By:   
\_\_\_\_\_  
Signature of Authorized Person  
James J. Prohaska, Executive Vice President

To the Secretary of State  
State of Rhode Island  
Providence, Rhode Island

FC Ashton Mill Lessor, LLC, a limited liability company organized and existing under and by virtue of the laws of the State of Rhode Island, hereby consents to the organization in Rhode Island of the following limited liability companies having the names: FC Ashton Mill, LLC; FC Ashton Mill Master Lessee, LLC; FC Ashton Mill Member, LLC; and FC Ashton Mill Sub Lessee, LLC.

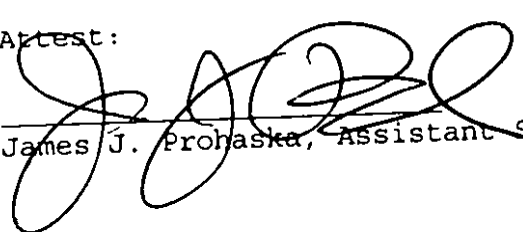
In Witness Whereof said FC Ashton Mill Lessor, LLC has caused these presents to be executed in its company name, by Forest City Equity Services, Inc., an Ohio corporation, and its managing member, thereunto duly authorized, this 11th day of April, 2003.

Forest City Equity Services, Inc.,  
Managing member

By: 

Edward Pelavin, Executive Vice President

Attest:

  
James J. Prohaska, Assistant Secretary