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**LIMITED LIABILITY COMPANY**

Old Florida Homesites, LLC

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**ARTICLES OF ORGANIZATION  
OF  
OLD FLORIDA HOMESITES, LLC  
A Florida Limited Liability Company**

**ARTICLE 1**

**NAME**

The name of this Limited Liability Company is: Old Florida Homesites, LLC

**ARTICLE 2**

**DURATION**

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

**ARTICLE 3**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing address and street address of the principal office of the limited liability company is 900 S. Ridgewood Ave., Daytona Beach, FL 32114. The name and address of the initial registered agent of the limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

**ARTICLE 4**

**MANAGEMENT**

The company is to be a member-managed company. The name and address of its Managers are:

S.E. Cline Holding Company, Inc., a Florida corporation  
P.O. Box 262  
Flagler Beach, Florida 32136

Harold J. Burroughs  
900 S. Ridgewood Avenue  
Daytona Beach, FL 32114

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**ARTICLE 5**

**CONTINUATION OF BUSINESS**

Upon the death, bankruptcy, retirement, resignation, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within 90 days after the occurrence of the event of dissociation, the members, by a majority in interest vote, consent in writing to the continuation of the business.

**ARTICLE 6**

**ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as an additional member without the prior written consent of the Manager. If such person is admitted, he or she shall be subject to the obligations and limitations in the Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned members do hereby execute and acknowledge these articles of organization this 2<sup>nd</sup> day of December, 2003.

S.E. CLINE HOLDING COMPANY, INC., a Florida corporation, Member

By: Samuel E. Cline  
Its: President

Harold J. Burroughs, Member

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**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND STREET ADDRESS FOR  
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, OLD FLORIDA HOMESITES, LLC hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

S.E. CLINE HOLDING COMPANY, INC., a Florida corporation, Member

By: Samuel E. Cline  
Its: President

Harold J. Burroughs, Member

**ACCEPTANCE OF DESIGNATION**

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of OLD FLORIDA HOMESITES, LLC for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: Larry D. Marsh  
Vice President

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