

MAR-18-04 FR 03:00 PM

FAX NO.

01

Division of Corporations

Page 1 of 1

LO4 000021442

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((((II04000059429 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

04 MAR 19 PM 8:39

FILED

LIMITED LIABILITY COMPANY

Paxton Family Holdings, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

DEPARTMENT OF CORPORATIONS

04 MAR 19 PM 3:51

RECEIVED

Electronic Filing Menu

Corporate Filing

Public Access Help

LO4-21442

3/19/2004

Electronic Filing
Florida Department of State
Fax Audit No.: H040000594293

**ARTICLES OF ORGANIZATION
OF**

PAXTON FAMILY HOLDINGS, LLC

The undersigned acting as the organizer of PAXTON FAMILY HOLDINGS, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is PAXTON FAMILY HOLDINGS, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 3131 Clark Road, Suite 203, Sarasota, Florida 34231.

FILED
MAR 19 2004 AM 8:33
S. J. ONEY, CLERK
TALLAHASSEE, FLORIDA

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

Unless otherwise provided in the Operating Agreement, the Company is to be managed by its Members, unless and until one or more managers are elected in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

Electronic Filing
Florida Department of State
Fax Audit No.: H040000594293

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1100, Orlando, Florida, 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

STATE OF FLORIDA
DEPARTMENT OF STATE
CORPORATION DIVISION
FILED

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon 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.

MAR-19-04 FRI 03:01 PM

FAX NO.

P. 04

Electronic Filing
Florida Department of State
Fax Audit No.: H040000594293

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization
as of this 18th day of March, 2004.

MEMBER:

By: 
Donald W. Paxton

FILED
04 MAR 19 AM 0:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing
Florida Department of State
Fax Audit No.: 1104000059429 3

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

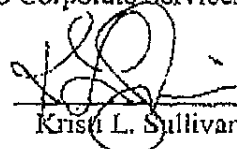
- 1. The name of the limited liability company is PAXTON FAMILY HOLDINGS, LLC.
- 2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc.
390 North Orange Avenue, Suite 1100
Orlando, FL 32801

FILED
MAR 19 2004
TALLAHASSEE

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.

B&C Corporate Services of Central Florida, Inc.

By: 
Kristi L. Sullivan, Vice President

Dated this 19th day of March, 2004.