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STATE
TALLAHASSEE FLORIDA

W06-9111

M. HODGES

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

510 East Zaragoza Street
Pensacola, FL 32501

850-434-2761 *FAX 850-434-9039

February 17, 2006

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: New corporation filing

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Blackwater Equestrian Center, L.L.C. and the fee check for \$78.75. Please call our office if you have any questions regarding this submission.

Sincerely,



Brenda Sauer
Legal Assistant to
JEFFREY T. SAUER
850-434-2761
850-434-9039 FAX

:bs
Encl.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 23, 2006

BRENDA SAUER
SMITH SAUER & DEMARIA
510 EAST ZARAGOZA STREET
PENSACOLA, FL 32501

SUBJECT: BLACKWATER EQUESTRIAN CENTER, L.L.C.
Ref. Number: W06000009111

We have received your document for BLACKWATER EQUESTRIAN CENTER, L.L.C. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$51.25.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 106A00013004

**ARTICLES OF ORGANIZATION
OF
Blackwater Equestrian Center, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

**ARTICLE I
NAME**

The name of the limited liability company, hereinafter referred to in these Articles as "Blackwater Equestrian Center, L.L.C.," herein referred to as the "Company."

**ARTICLE II
ADDRESS**

The Company's mailing address is 7639 Buddy Hardy Road, Milton, FL 32570, and its street address of its principal place of business in Florida is 7639 Buddy Hardy Road, Milton FL 32570, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III
DURATION/CONTINUATION**

Beginning and effective on the filing of these Articles, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

**ARTICLE IV
PURPOSE**

The general purpose for which the Company is organized, but not limited to, is to invest in real estate property.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V MANAGEMENT

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the managing members are as follows:

Howard R. Robbins
7639 Buddy Hardy Road
Milton, FL 32570

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE VIII REGULATIONS


The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

ARTICLE IX

AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being an original member of the Company, hereby acknowledges that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

A handwritten signature in cursive script, reading "Howard R. Robbins", written over a horizontal line.

Howard R. Robbins

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**


Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is Blackwater Equestrian Center, L.L.C.
2. The name and address of the registered agent and registered office is:

Jeffrey T. Sauer
510 East Zaragoza Street
Pensacola, FL 32502

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.

Dated this 17TH day of ~~December~~ ^{FEBRUARY}, 2006



Jeffrey T. Sauer
Registered Agent