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(Address)

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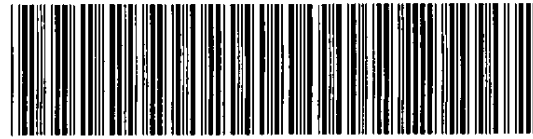
(Business Entity Name)

(Document Number)

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RECEIVED
10 JUL - 7 PM 4: 19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL - 7 AM 9: 36

B. KOHR
JUL - 8 2010
EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: TOLLEY PROPERTIES, LLC
Name of Limited Liability Company

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL - 7 AM 9 36

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles L. Cooper Jr.
Name of Person

Bryant Miller Olive P.A.
Firm/Company

101 North Monroe Street, Suite 900
Address

Tallahassee, Florida 32301
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pamela K. Bailey, FRP, Paralegal at (850) 222-8611
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
TOLLEY PROPERTIES, LLC**

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL - 7 AM 9:36

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

1. NAME

The name of the limited liability company is TOLLEY PROPERTIES, LLC (hereinafter referred to as the "Company").

2. PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Company Act; or
- (ii) By the mutual written agreement of the Members holding a majority of the outstanding membership interests in the Company; or
- (iii) As otherwise provided for in a written Operating Agreement executed by all of the members of the Company (each a "Member" and, collectively, the "Members").

3. PURPOSE

The purpose for which the Company is organized is to acquire, own, mortgage, lease operate, manage and sell real properties, to invest in other entities involved in such activities, and for

any other lawful business or purpose. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **ADDRESS OF PLACE OF BUSINESS**

The mailing address and the street address of the place of business for the Company is 1702 Riggins Road, Suite 1, Tallahassee, Florida 32308. Such address may be changed from time to time as provided in the Operating Agreement.

5. **REGISTERED AGENT**

The initial registered agent in Florida for the Company is Barrett Tolley, D.D.S., and the initial registered office is located at 1702 Riggins Road, Suite 1, Tallahassee, Florida 32308.

6. **MEMBERS**

All of the equity ownership interests in the Company shall be held and owned by its Members. The Company shall have at least one (1) Member, and may admit additional Members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement.

7. **CONTINUITY OF BUSINESS**

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 in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members (if any) of the Company.

8. **MANAGEMENT**

The management of the Company shall be through one or more Managers. The Managers shall be elected by the Members and shall serve in the manner provided for in the

Operating Agreement.

9. **INDEMNIFICATION**

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any Member or Manager, or former Member or Manager, to the full extent permitted under the Florida Limited Liability Company Act.

Executed at Tallahassee, Florida, this 30th day of June, 2010.

TOLLEY PROPERTIES, LLC,
a Florida limited liability company

By: 
Barrett Tolley, D.D.S.
Member

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of TOLLEY PROPERTIES, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by TOLLEY PROPERTIES, LLC.

Executed this 30th day of June, 2010.



BARRETT TOLLEY, D.D.S.
REGISTERED AGENT