

# L99000005023

Stowell Anton and Kraemer  
Requestor's Name

Call for Kristin

Tallahassee FL 322-1055  
City/State/Zip Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 \*\*\*\*285.00 \*\*\*\*285.00

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*9/8-13-99*

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 9, 1999

STOWELL ANTON AND KRAEMER

SUBJECT: MYSTIC PORTE, LLC  
Ref. Number: W99000018401

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We have received your document for MYSTIC PORTE, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with 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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 899A00040151

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ARTICLES OF ORGANIZATION OF  
MYSTIC PORTE, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Mystic Porte, LLC, and its principal address and mailing address shall be 3275 Hwy. 30A, Santa Rosa Beach, FL 32459 in the City of Santa Rosa Beach, County of Walton, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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1. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

2. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF 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 this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: A. J. Porte, 3275 Highway 30A, Santa Rosa Beach, FL 32459, Cynthia Porte, 3275 Highway 30A, Santa Rosa Beach, FL 32459.

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ARTICLE V

MEMBERSHIP RESTRICTIONS

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 limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$2,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits specified as follows:

A. J. Porte	50%
Cynthia Porte	50%

The distributive share of the profits shall be determined and paid to the members as the members shall determine and if they cannot agree, then by the certified public accountant employed by the LLC.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if

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these sources are insufficient to cover such losses, by the members as the members shall determine and if they cannot agree, then by the certified public accountant employed by the LLC.

A. J. Porte 50%  
Cynthia Porte 50%

ARTICLE VIII  
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3275 Hwy. 30A, Santa Rosa Beach, FL 32459, City of Santa Rosa Beach, County of Walton, State of Florida, and the name of the company's initial registered agent is Mary K. Kraemer whose address is 36474 Emerald Coast Parkway, Suite 4101, Destin, FL 32541.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Mystic Porte, LLC.

Executed by the undersigned at Destin, County of Okaloosa, State of Florida on August 6, 1999.

By: A. J. Porte  
A.J. Porte  
Its: Member  
By: Cynthia Porte  
Cynthia Porte  
Its: Member

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STATE OF FLORIDA  
COUNTY OF OKALOOSA

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Mystic Porte, LLC, deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is:

A. J. Porte	\$1,000.00
Cynthia Porte	\$1,000.00

3. If any, the agreed value of property other than cash contributed by the members is \$0. (If applicable a description of the property is attached as Exhibit and made a part of this affidavit.)

4. The total amount of cash or property anticipated to be contributed by the members is \$2,000.00. This total includes the amounts from 2 and 3 above.

By: *A.J. Porte*  
A.J. Porte  
Its: Member

By: *Cynthia Porte*  
Cynthia Porte  
Its: Member

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 1999 by A.J. Porte and Cynthia Porte.



*Mary K. Kraemer*  
Signature of Notary

Name of Notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal):  
My Commission Expires (if not legible on seal):

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TALLAHASSEE, FLORIDA  
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Personally Known  or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Mystic Porte, LLC.

The name and address of the registered agent is Mary K. Kraemer, 36474 Emerald Coast Parkway, Suite 4101, Destin, FL 32541 and the street address of the company's principal office is located is 3275 Hwy. 30A, Santa Rosa Beach, FL 32459.

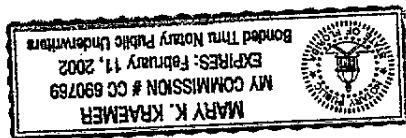
By: A.J. Porte  
A.J. Porte

Its: Member

By: Cynthia Porte  
Cynthia Porte

Its: Member

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 1999 by A.J. Porte and Cynthia Porte.



Mary K. Kraemer  
Signature of Notary

Name of Notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal):  
My Commission Expires (if not legible on seal):

Personally Known  or Produced Identification   
Type of Identification Produced \_\_\_\_\_

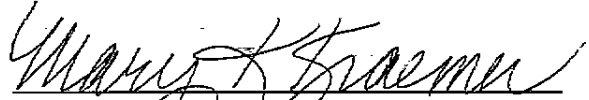
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Having been named to accept Service of Process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 6<sup>th</sup> day of August, 1999.

  
Mary K. Kraemer

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA