

L99000005526

Donahue
Law P.A.

August 6, 1999

Kathryn B. Johnston
admitted in
FL and NH

1717 20th St.
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32960

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Florida Department of State Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

400002954474-5
-08/09/99-01112-002
***285.00 ***285.00

Re: **SAM HILL REALTY, L.C.**

Enclosed are the Articles of Organization for Florida Limited Liability Company, **SAM HILL REALTY, L.C.**, and the Certificate of Designation of Registered Agent. Sam Hill Realty, L.C. check #102 in the amount of \$285.00, to cover the filing fees is also enclosed.

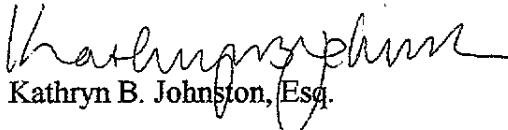
The temporary mailing address for this limited liability corporation is:

c/o Donahue Law, P.A.
1717 20th Street
Vero Beach, FL 32960

Please use this address for any correspondence, or telephone 561-567-5641 for any questions.

Thank you for your kind attention.

Very truly yours,


Kathryn B. Johnston, Esq.

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 1999

KATHRYN B. JOHNSTON, ESQ.
DONAHUE LAW P.A.
1717 20TH ST., SUITE 2
VERO BEACH, FL 32960

SUBJECT: SAM HILL REALTY, L.C.
Ref. Number: W99000018537

We have received your document for SAM HILL REALTY, L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 499A00040399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Sam Hill Realty, LC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1962 26th Avenue, Vero Beach, Florida 32960

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

The period of its duration is perpetual.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

1. Charles A. Donahue, solely in his capacity as Trustee of the Charles A. Donahue Irrevocable Trust of 1994, 143 West Street, Keene, New Hampshire 03431
and
2. Kathryn B. Johnston, 1962 26th Avenue, Vero Beach, Florida 32960

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The organizing members grant the right to admit additional members upon unanimous written agreement executed by the organizing members.

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TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

The organizing members grant the right to the remaining members of the limited liability company to continue the business on 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 limited liability company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Sam Hill Realty, LC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 50,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 75,000.00;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$125,000.00.

Kathryn Johnston
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

KATHRYN B. JOHNSTON
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: Sam Hill Realty, LC

2. The name and the Florida street address of the registered agent are:

KATHRYN B. JOHNSTON

NAME

1962 26th Avenue

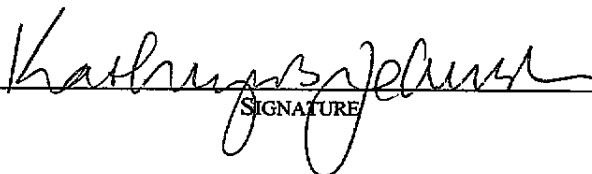
Florida street address (P. O. Box NOT ACCEPTABLE)

Vero Beach FL 32960

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TALLAHASSEE, FLORIDA

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.



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

ATTACHMENT TO SAM HILL REALTY, L.C.
Reference Number W99000018537

Contribution by Charles A. Donahue as Trustee of the Charles A. Donahue Irrevocable Trust of 1994:

Real Estate - land and building located at 1926 26th Avenue, Vero Beach, Indian River County, Florida, valued at \$75,000.00.

Contribution by Kathryn B. Johnston:

Cash in the amount of \$50,000.00 for renovations to real estate.

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TALLAHASSEE, FLORIDA