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SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32508-1811

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FREDERICK FLEMING
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M. J. KUTCH
VANNY I. KRISER
DAVID C. KRISER, CIVIL TRIAL LAWYER
CHARLES L. HOFFMAN, JR.
STEPHEN B. SHELL
MAUREEN DUCHANAN
DAVID C. DUCHANAN, CRIMINAL TRIAL LAWYER
ALBERT D. DUCHANAN, CIVIL TRIAL LAWYER
JAN SHACKLEFORD

March 30, 1995

POST OFFICE BOX 1811
226 PALATKA PLACE
SEVENTH FLOOR SHIVILL TOWER
AREA CODE 904
TELEPHONE 414-2411
FAX # 415-1074

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-04/03/95--01008--025
****285.00 ****265.00

EXPRESS MAIL

Re: 1207 ARIOLA DRIVE, L.C.

Gentlemen:

Please find enclosed the following documents for the referenced limited liability company:

1. Original and one copy of the Articles of Organization. Both have been subscribed and acknowledged by the members. If the articles meet with your approval, we would appreciate your filing the original and certifying and returning the copy to our office.
2. Original Affidavit of Membership and Contributions. We apologize for omitting this from the original mailing.
3. Copy of rejection letter dated March 27, 1995. PLEASE NOTE THE SPELLING OF THE COMPANY NAME. There is only one r in Ariola.
4. Our client's check for \$285.00 representing the filing fee.

Thank you for your assistance in this matter.

Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE



Charles L. Hoffman, Jr.

FILED
95 MAR 31 11:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CLHjr/ecv
Enclosures
H1514-20384

Dmc
4/5/95

PENSACOLA, FLORIDA 32508-1831

March 23, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

EXPRESS MAIL

Re: 1207 ARIOLA DRIVE, L.C.

Please find enclosed the original and one copy of the Articles of Organization for the referenced limited liability company. Both have been subscribed and acknowledged by the members. If the articles meet with your approval, we would appreciate your filing the original and certifying and returning the copy to our office.

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Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE

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Charles L. Hoffman, Jr.

CLHjr/ecv
Enclosures
H1514-20384

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C-95-6645
789, 61121, 611~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

March 27, 1995

CHARLES L. HOFFMAN, JR., ESQ.
P.O. BOX 1831
PENSACOLA, FL 32598-1831

SUBJECT: 1207 ARRIOLA DRIVE, L.C.
Ref. Number: W95000006645

We have received your document for 1207 ARRIOLA DRIVE, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

PLEASE USE ENCLOSED AFFIDAVIT.

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 (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 395A00013615

ARTICLES OF ORGANIZATION
OF
1207 ARIOLA DRIVE, L.C.

FILED
95 MAR 31 AM 10 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be 1207 ARIOLA DRIVE, L.C., and its principal place of business shall be in the County of Escambia, State of Florida, 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 II

PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under the Florida Statutes;
2. To purchase, hold, and rent out real property;

3. To exercise all powers set forth in Florida Statute 608.404 as the same may be amended from time to time.

Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Hundred Thirty Thousand and No/100 Dollars (\$130,000.00) shall be paid by the members. One-half (1/2) of this amount shall be paid by each of the two (2) members.

No additional contributions are contemplated at this time.

ARTICLE IV

PROFITS AND LOSSES

(a) **Sharing of Profits.** 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. The distributive share of the profits shall be determined and paid to the members on December 31 of each year. The company's fiscal year shall begin on January 1 and end on December 31.

(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 such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V

LIMITED LIABILITY COMPANY 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. These Articles 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 VI

DURATION

This limited liability company shall exist for sixty (60) years, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members, whichever shall first occur.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 1206 Ariola Drive, Pensacola Beach, Florida, 32561.

ARTICLE VIII

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

David J. Morgan	Elizabeth Morgan
553 Cornell Avenue	553 Cornell Avenue
Baton Rouge, Louisiana 70808	Baton Rouge, Louisiana 70808

The members have elected David J. Morgan as President who shall serve as manager until the members elect a successor.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 226 Palafox Place, Seventh Floor, Seville Tower, City of Pensacola, County of Escambia, State of Florida, 32501, and the name of its initial registered agent at such address is Charles L. Hoffman, Jr.

ARTICLE X

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 limited liability company.

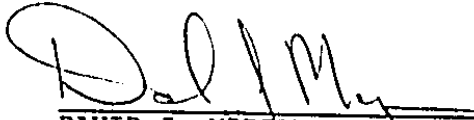
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon 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 member, or members if more than one, shall have the right to continue the business upon unanimous consent of such remaining members. If only one member remains, this limited liability company shall be terminated in accordance with Florida Statutes.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of 1207 ARIOLA DRIVE, L.C.

Executed by DAVID J. MORGAN and ELIZABETH MORGAN, at Baton Rouge, Louisiana, on March 23, 1995.

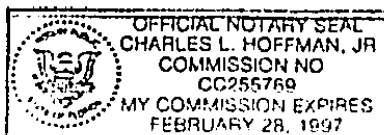

DAVID J. MORGAN, Member


ELIZABETH MORGAN, Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, a notary public authorized to take acknowledgements in the state and parish set forth above, personally appeared DAVID J. MORGAN and ELIZABETH MORGAN, known to me and known by me to be the persons who executed the foregoing Articles of Organization and they acknowledged before me that they executed those Articles of Organization. They are personally known to me or produced _____
LA. driver licenses as identification.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the state and county aforesaid, this 23 day of March, 1995.




Printed name: Charles L. Hoffman, Jr.
NOTARY PUBLIC
My commission expires: 2/28/97

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

95 MAR 31 AM 10:25

The undersigned member or authorized representative of a member of ~~SECRETARY OF STATE~~
~~TALLAHASSEE, FLORIDA~~1207 ARIOLA DRIVE, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 65,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 130,000.00 . This total includes amounts from 2 and 3 above.

 (David J. Morgan)

Signature of a member or 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.)

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra D. Northam Secretary of State DIVISION OF CORPORATIONS		FILED 96 MAR 18 PH 1:58 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company 1207 ARIOLA DRIVE, L.C. 1206 ARIOLA DRIVE PENSACOLA BEACH FL 32561		DOCUMENT #L95000000269 1a. Principal Place of Business Address 1206 ARIOLA DRIVE PENSACOLA BEACH FL 32561 <i>3-19</i>			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a					
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 03/31/1995 3b. State of Formation FL 4. FET Number 72-1296071 5. Date of Last Report 6. Certificate of Status Desired ☐ Applied For ☐ Not Applicable ☐ AS IS (Additional Fee Required)	
7. Name and Address of Current Registered Agent HOFFMAN, CHARLES L JR 226 PALAFOX PLACE 7TH FLOOR, SEVILLE TOWER PENSACOLA FL 32501			8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent to change this report when reappointing)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	MORGAN, DAVID J	553 CORNELL AVENUE		BATON ROUGE LA	
MEM	MORGAN, ELIZABETH	553 CORNELL AVENUE		BATON ROUGE LA	
6000001751586 -03/20/96--01105--008 ****238.75 ****238.75					
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: <i>[Signature]</i> (David J. Morgan) 2/16/96 (504) 9286234 REGISTRATION AND FILING DIVISION OF THE FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS					