

**L97000000837**

James W. Spencer

Requestor's Name

124-A Weatherstone Way

Address

Tallahassee, FL 32301 877-

City/State/Zip

Phone #

6638

**FILED**

97 AUG -1 AM 10:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

Evergreen

1. Strategic Investments of Florida, LC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

**800002256608--9**

-08/04/97--01107--012

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

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PH 8/1/97

ARTICLES OF ORGANIZATION  
OF  
EVERGREEN STRATEGIC INVESTMENTS OF FLORIDA, LC

FILED  
97 AUG -1 AM 10:31  
TALLAHASSEE, FLORIDA

*PREAMBLE*

The undersigned member for the purpose of organizing a limited liability company under the Florida Liability Company Act (F.S.A. Sections 608.401 - 608.514) do hereby adopt the following Article of Organization For a Florida Limited Liability Company:

ARTICLE ONE

*Corporate Name*

The name of this Limited Company shall be EVERGREEN STRATEGIC INVESTMENTS OF FLORIDA, LC

ARTICLE TWO

*Address of Principle Office*

The mailing address of the Limited Liability Company is, <sup>EVERGREEN</sup> STRATEGIC INVESTMENTS OF FLORIDA, LC and the street address of the principle office of the Limited Liability Company is expected to be 124-A West Whetherbine Way, Tallahassee, Florida 32301.

ARTICLE THREE

*Term of Existence*

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE FOUR

*Powers*

Unless otherwise provided herein, the limited liability company organized and existing hereunder shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

PAGE TWO

---

- 1) Sue or be sued, or complain or defend, in its name.
- 2) Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.
- 3) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend or otherwise dispose of, all or any part of its property or assets.
- 4) Make contracts or guarantees or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion; or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of the contracting company.
- 5) Lend money, invest or reinvest it funds, or receive and hold real or personal property a security for repayment.
- 6) Conduct its business, locate offices, and exercise the powers granted this chapter within or without this state.
- 7) Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.
- 8) make and amend it regulations, not inconsistent with its articles of organization or with the laws of this state, for the administration and regulation of the affairs of the company.
- 9) Make donations to the public welfare or for charitable, scientific, or educational purposes.

PAGE THREE

---

- 10) Indemnify a member or manager or any other person as provided in this chapter against expense actually and reasonably incurred by him or it in connection with the defense of an action, suit or proceeding, whether civil or criminal, in which he or it is made a party.
- 11) Cease its activities and surrender its certificates of organization.
- 12) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.
- 13) Transact any lawful business that will aid governmental policy.
- 14) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.
- 15) Be a promoter, incorporator, partner, member, associate, or manger of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.
- 16) Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

#### ARTICLE FIVE

##### *Management*

The Limited Liability Company is to be managed by a manger or managers and the names and addresses of the members who are to serve as managers until the first annual meeting of members and their successors are elected and qualified by a vote of the majority of the members are:

#### NAME

#### ADDRESS

James Spencer  
Managing Director

124-A Whetherbine Way  
Tallahassee, Florida 32301

Steven Spencer  
Assistant Managing Director

124-A Whetherbine Way  
Tallahassee, Florida 32301

Sandra Spencer  
Secretary/Treasurer

124-A Whetherbine Way  
Tallahassee, Florida 3231

PAGE FOUR

---

## ARTICLE SIX

### *Admission of Additional Members*

The right of the remaining members to admit additional members and the terms and conditions of admission shall be set forth in the Regulations For the Limited Liability Company or in the Operating Agreement for the Limited Liability Company.

## ARTICLE SEVEN

### *Members Rights to Continue Business*


The right 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 terminated the continued membership of a member in the Limited Liability Company shall be set forth in the Regulations For the Limited Liability Company or in the Operation Agreement for the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this

11 day of June, 1997.

  
JAMES SPENCER,  
Managing Director

  
STEVEN SPENCER,  
Assistant Managing Director

  
SANDRA SPENCER,  
Secretary/Treasurer

PREPARED BY:  
Harold M. Knowles, Esquire  
KNOWLES & RANDOLPH, P.A.  
528 East Park Avenue  
Tallahassee, Florida 32301  
(904) 222-3768

FILED

97 AUG -1 AM 10:31

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

PAGE FIVE

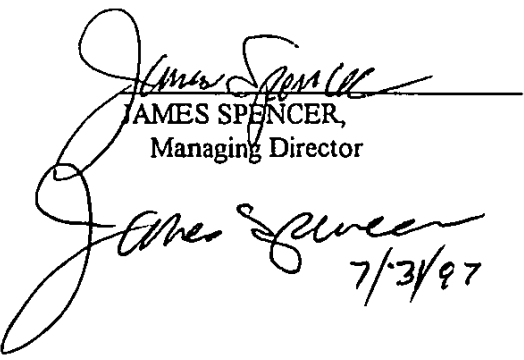
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

EVERGREEN

The undersigned member or authorized representative of a member of STRATEGIC

INVESTMENTS OF FLORIDA, LC deposes and says:

1. The above named Limited Liability Company has at least two (2) members.
2. The total amount of cash contribution by the member is expected to be \$1,000.00
3. If any, the agreed value of property other than cash contributed by members is \$1,000.00.
4. If any, the agreed value of services provided by members is \$1,000.00.
5. The total amount of cash, property or services anticipated to be contributed by members is \$3,000.00. This total includes amounts from 2, 3, and 4 above.

  
JAMES SPENCER,  
Managing Director

[In accordance with F.S. §608.408(3), the execution of this affidavit constitutes an affirmation under the Penalties of perjury that the facts stated herein are true.]

PAGE SIX

FILED

97 AUG -1 AM 10:31

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITIES COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

EVERGREEN STRATEGIC INVESTMENTS OF FLORIDA, LC

2. The name and address of the registered agent and office is:

James Spencer  
124-A Whetherbine Way  
Tallahassee, Florida 32301

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.

*James Spencer* 7/31/97  
*James Spencer*  
JAMES SPENCER  
6/11/97  
DATE