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LIMITED LIABILITY COMPANY

HEMINGWAY DEVELOPMENT, LLC

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ARTICLES OF ORGANIZATION
OF
HEMINGWAY DEVELOPMENT, LLC

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited liability company shall be:

HEMINGWAY DEVELOPMENT, LLC

ARTICLE II

PERIOD OF DURATION

The limited liability company shall have perpetual existence.

ARTICLE III

PURPOSES

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV

GENERAL POWERS

The limited liability company shall have the power to:

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(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rate of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses 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.

(k) Cease its activities and surrender its Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business that the members or the managers find to be in aid of governmental policy.

(n) Pay pensions and establishes pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

(o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE V

ADDRESS AND PLACE OF BUSINESS

The mailing address of the limited liability company is 2400 Airport Road, Suite B, Plant City, FL 33563 and the place of business in Florida for the limited liability company is 2400 Airport Road, Suite B, Plant City, FL 33563.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 2400 Airport Road, Suite B, Plant City, FL 33563, and the name of its initial registered agent is Arturo S. Guevara. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VII

ADDITIONAL CONTRIBUTIONS

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

ARTICLE VIII
MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by the members of the limited liability company.

ARTICLE IX
OWNERSHIP

The members of the limited liability company shall own all of the ownership interests of the limited liability company. The name and current address of the sole initial member is as follows:

Arturo S. Guevara
2400 Airport Road, Suite B
Plant City, FL 33563

ARTICLE X
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 limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued by the consent or agreement of all remaining members.

ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of a new member shall be determined by a majority of the existing members as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous consent of the members, or in accordance with the agreement, if any, between the members and the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

ARTICLE XII

ACKNOWLEDGMENT

We, the undersigned, being all of the members of the limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of HEMINGWAY DEVELOPMENT, LLC. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed in the regulations of the limited liability company consistent with the laws of the State of Florida.


IN WITNESS THEREOF, the undersigned have executed these Articles of Organization this

22nd day of December, 2004.


Arturo S. Guevara

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of HEMINGWAY DEVELOPMENT, 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 HEMINGWAY DEVELOPMENT, LLC.


Arturo S. Guevara, As Registered Agent for
HEMINGWAY DEVELOPMENT, LLC

Executed this 22nd day of December, 2004.

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