

L 00000000 1420 17 January 2000

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/24/00--01122-016  
\*\*\*125.00 \*\*\*125.00

Sir/Madam:

Enclosed please find Articles of Organization for Vermillion Mortgage, and a check for the associated filing fee. I am also requesting Designation of Registered Agent, Michelle Neely, and have included the fee for that as well. If there are any questions, please do contact myself or Ms. Neely at the addresses contained herein. Our phone numbers are: James M. Cook: 850-934-0797; Michelle Neely: 850-995-0894.

Thank you for your attention in this matter.

Sincerely,



James M. Cook



Mrs Fran Cook  
3874 Paradise Bay Dr  
Gulf Breeze, FL 32561-2961

FILED  
00 FEB -8 PM 3:10  
TALLAHASSEE, FL 32314

SL



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 27, 2000

JAMES M. COOK  
3874 PARADISE BAY DR  
GULF BREEZE, FL 32561-2961

SUBJECT: VERMILLION MORTGAGE BROKERS, L.L.C.  
Ref. Number: W00000002413

We have received your document for VERMILLION MORTGAGE BROKERS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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: 000A00003925

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00 FEB -8 PM 3:18  
TALLAHASSEE, FL 32314

**ARTICLES OF ORGANIZATION  
OF  
VERMILLION MORTGAGE, L.L.C.**

MICHELLE NEELY , organizer and the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such company:

**ARTICLE I - NAME**

The name of this company is:

**VERMILLION MORTGAGE, L.L.C.**

**ARTICLE II - DURATION**

The L.L.C.'s existence shall commence effective immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall continue, unless sooner dissolved in accordance with the terms of a certain Operating Agreement of even date, in perpetuity

**ARTICLE III - PURPOSES**

The purposes for which this company is organized are:

- A. To conduct any lawful business.
- B. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, Mortgage, pledge, hypothecate, sell, assign transfer, exchange, or otherwise dispose of or deal in or with it's own securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, or mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and unreserved earned surplus for the purpose of its own shares, and to exercise as owner and holder of any securities, any and all rights, powers and privileges in respect thereof.
- C. To do each and everything necessary, suitable or proper or convenient for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or for any purpose or subject which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world a principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

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FEB-8 11:30  
CLERK OF THE COURT  
JANUARY 11, 2008

- D. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the Company, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida. It is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### **ARTICLE IV**

These Articles of Organization may be amended by the unanimous affirmation vote of the Managers.

#### **ARTICLE V - INDEMNIFICATION**

The Company shall have the right to indemnify any person to the fullest extent allowed by the laws of Florida, except as limited by the By-Laws of the Company from time to time in effect and as vested in managers.

#### **ARTICLE VI - INITIAL OFFICE AND AGENT**

The address of this Company's initial registered office and the name of its original registered agent at such address is:

Name: MICHELLE NEELY  
5637 WHISPERING WOODS DR.  
PACE, FL 32571

I, MICHELLE NEELY, accept the position of registered agent

The Business address is:

5637 WHISPERING WOODS DR.  
PACE, FL 32571

The Mailing address is:

5637 WHISPERING WOODS DR.  
PACE, FL 32571

*Michelle Neely*  
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FEB-02 PM 3:18  
TALLAHASSEE, FLORIDA

#### **ARTICLE VII - MANAGERS**

The number of Managers of this company is TWO. The names and addresses of the persons who are to serve as Managers are:

Name: MICHELE NEELY  
5637 WHISPERING WOODS  
PACE, FL 32571

JAMES M. COOK  
3874 PARADISE BAY  
GULF BREEZE, FL 32561

## CORPORATIONS

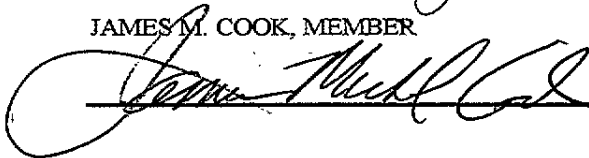
No contract or other transaction between this Company and one or more of its Managers or any other corporation, firm, association or entity in which one or more of its Managers are Managers or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Manager or Managers are present at the meeting of the Managers, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or her of their votes are counted for such purpose if: (a) the fact of such relationship or interested is disclosed or known to the Managers or committee which authorizes, approves, or ramifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of which interested Manager; or (b) the fact that such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Company.

Common or interested Managers may be counted in determining the presence of a quorum at a meeting Managers or Committee thereof which authorizes, approves or ratified such contract or transaction.

Dated this 31st day of JANUARY, 2000  
MICHELLE NEELY, ORGANIZER AND MANAGER



JAMES M. COOK, MEMBER



FILED  
00 FEB -8 PM 3:18  
of the Post Office  
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