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Division of Corporations

DM: BARNES WALKER, CHARTERED

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LIMITED LIABILITY COMPANY

The Palmetto House, L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION**  
**OF**  
**THE PALMETTO HOUSE, L.L.C.**

**ARTICLE I**  
**Name**

The name of the limited liability company ("Company") is **THE PALMETTO HOUSE L.L.C.**

**ARTICLE II**  
**Address**

The mailing and street address of the Company's principal office is 9 Laurel Drive, Mullica Hill, New Jersey 08062.

**ARTICLE III**  
**Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV**  
**Registered Agent and Office**

The name of Company's initial registered agent in Florida is Garret T. Barnes, Esquire. The address of Company's registered office in Florida is BARNES WALKER, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V**  
**Management**

A. The Company is to be managed by the Members. Each Managing Member is identified as follows:

Robert P. Gehring, whose address is 9 Laurel Drive, Mullica Hill, New Jersey 08062.

Linda Gehring, whose address is 9 Laurel Drive, Mullica Hill, New Jersey 08062.

B. Either of the Managing Members shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, except:

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1. Without having first obtained the prior written consent of both of the Managing Members, no Managing Members shall cause or permit the Company to:

- a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;
- b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;
- c. Sell, trade, exchange or otherwise dispose of all or a substantial portion of the Company's properties, or lease any Company property for more than ten (10) years.

If any Managing Member shall not object in writing to any other Managing Member[s]'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Managing Member shall be deemed to have consented to the other Managing Member[s]'s request.

2. Without having first obtained the prior written consent of all of the Managing Member[s], amend these Articles or the Regulations of the Company to:

- a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member[s], or;
- b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managing Member[s], or;
- c. Modify the duration of this Company, or;
- d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;
- e. Amend this Article V.

If any Managing Member shall not object in writing to any other Managing Members's request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Managing Member shall be deemed to have consented to the other Managing Member[s]'s request.

## ARTICLE VI

### Admission of New Members

The Members of the Company have the right to admit new Members, but the Members of the Company have the right to admit new Members in accordance with the Regulations of the Company.

ARTICLE VII  
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**ARTICLE VII**  
**Continuation of Business**

A majority in interest of the remaining Members of the Company have the right 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 Company.

**ARTICLE VIII**  
**Voting Rights**

Each Managing Member's vote on matters relating to the Company will be weighted in proportion to their ownership interest percentage in the Company compared to all other such interests.

**ARTICLE IX**  
**Profits and Losses Allocation**

Profits and losses will be allocated to the Members in accordance with the Regulations of the Company.

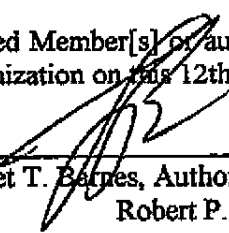
**ARTICLE X**  
**Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Managing Member.

**ARTICLE XI**  
**Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence on April 12, 2000, at 12:01 A.M.

IN WITNESS WHEREOF, the undersigned Member[s] or authorized representative of a Member has/have executed these Articles of Organization on this 12th day of April, 2000.

  
Garret T. Barnes, Authorized Representative of  
Robert P. Gehring, Managing Member

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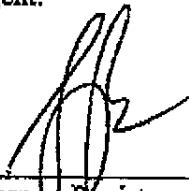
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability 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 **THE PALMETTO HOUSE, L.L.C.**
2. The name and address of the registered agent and office is Garret T. Barnes, Esquire, BARNES WALKER, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 12, 2000.

  
\_\_\_\_\_  
Garret T. Barnes, Registered Agent