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Tallahassee, FL 32301  
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XTC, LLC

☐ Profit  
☐ Nonprofit

☐ Amendment

☐ Merger

☒ Foreign  
LLC Articles

☐ Dissolution  
☐ Withdrawal

☐ Mark

☐ Limited Partnership  
☐ Reinstatement  
☐ UCC ☐ 1 or ☐ 3

☐ UBR  
☐ Fictitious Name

☐ Other  
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THIS DOCUMENT WAS PREPARED BY:

Russell L. Irby, III  
Johnston Barton Proctor & Powell LLP  
2900 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203-2618

## ARTICLES OF ORGANIZATION

OF

XTC, LLC

The undersigned members, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization.

### ARTICLE I

#### NAME

The name of the limited liability company (the "Company") shall be:

XTC, LLC

### ARTICLE II

#### PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company are 69 Paradise Point Lane, Santa Rosa Beach, Florida 32459.

### ARTICLE III

#### REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Company shall be 69

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Paradise Point Lane, Santa Rosa Beach, Florida 32459 and its registered agent at such address shall be Michael A. Heard.

#### **ARTICLE IV**

##### **DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with these Articles of Organization or the Operating Agreement of the Company.

#### **ARTICLE V**

##### **PURPOSES**

The nature of the business of the Company and its objects, purposes and powers are:

- (a) To engage in the business of owning, operating, renting and leasing of real estate and all services related or ancillary thereto.
- (b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.
- (c) To engage in any purposes and to possess all of the powers otherwise granted by the Florida Limited Liability Act.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

#### **ARTICLE VI**

##### **INITIAL MEMBERS**

The names and addresses of the initial members (the "Members") of the Company are:

<u>MEMBER</u>	<u>ADDRESS</u>
Robert E. Greene	3675 Alta Crest Dr. Birmingham, Alabama 35243
Michael A. Heard	69 Paradise Point Lane Santa Rosa Beach, Florida 32459
James Pritchard	3637 Spring Valley Road Birmingham, Alabama 35216

## ARTICLE VII

### ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

## ARTICLE VIII

### OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Florida or these Articles of Organization.

## ARTICLE IX

### CONTINUATION UPON CESSATION OF MEMBER

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within 90 days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the

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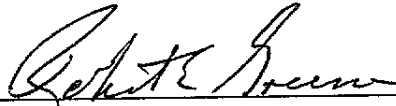
Operating Agreement or these Articles of Organization.

## ARTICLE X

### MANAGEMENT

The Company's business and operations shall be managed by the members pursuant to the provisions governing the management of the Company as set forth in the Company's Operating Agreement.

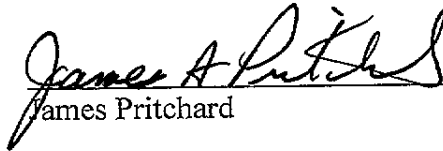
IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization, on this, the 5<sup>th</sup> day of October, 2000.



Robert E. Greene



Michael A. Heard



James Pritchard

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In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Robert E. Greene

Michael A. Heard  
Michael A. Heard

James A. Pritchard  
James Pritchard

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned notary public in and for said County in said state, hereby certify that Robert E. Greene, whose name is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 5<sup>th</sup> day of October, 2000.

Vina Harrison  
Notary Public  
My Commission Expires: 3/30/2003

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STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned notary public in and for said County in said state, hereby certify that Michael A. Heard, whose name is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 5<sup>th</sup> day of October, 2000.

Kim O'Hanlon

Notary Public

My Commission Expires: 3/30/2003

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned notary public in and for said County in said state, hereby certify that James Pritchard, whose name is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 5<sup>th</sup> day of October, 2000.

Kim O'Hanlon

Notary Public

My Commission Expires: 3/30/2003

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TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

I, the undersigned, Michael A. Heard, hereby accept the appointment as registered agent of the Company as provided in these Articles of Organization and state that I am familiar with, and accept the obligations of such position as registered agent of the Company as provided in the Florida Limited Liability Company Act.

Michael A. Heard  
Michael A. Heard

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, KIMI L. HARRISON, the undersigned Notary Public in and for said County and State, hereby certify that Michael A. Heard, whose name is signed to the foregoing Statement, and who is known to me, acknowledged before me on this day that, being informed the contents of this document, he executed the same voluntarily on the day the same bears date.

Given under my hand this 5<sup>th</sup> day of October, 2000..

Kimi L. Harrison  
Notary Public

My Commission Expires: 3/30/2003

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