

Wednesday, January 31, 2001

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From: Account Name : BRUCE A. HAUGHT, P.A.  
Account Number : 119980000079  
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## LIMITED LIABILITY COMPANY

Hall, Runnels &amp; Haught, PLC

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January 31, 2001

BRUCK A. HAUGT, P.A.

SUBJECT: HALL, RUNNELS & HAUGT, PLC  
REF: W01000002376

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6094.

Agnes Lunt  
Document Specialist

FAX Aud. #: H01000012828  
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**ARTICLES OF ORGANIZATION  
OF  
HALL, RUNNELS & HAUGHT, ATTORNEYS AT LAW, P.L.C.**

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Florida Statutes Chapters 608 and 621, providing for profit and the following Articles of Organization are hereby adopted:

**ARTICLE I  
NAME**

The name of the Professional Limited Liability Company shall be HALL, RUNNELS & HAUGHT, ATTORNEYS AT LAW, P.L.C.

**ARTICLE II  
DURATION, EFFECTIVE DATE**

This Professional Limited Liability Company shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

**ARTICLE III  
ADDRESS OF PRINCIPAL OFFICE**

The mailing address of the Professional Limited Liability Company and the street address of the principal office are 36468 Emerald Coast Parkway, Suite 2101, Destin, FL 32541

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

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The address of the initial registered office of the Professional Limited Liability Company is 36468 Emerald Coast Parkway, Suite 2101 Destin, FL 32541 and the name of its initial registered agent at such address is Bruce A. Haught, Esquire.

#### ARTICLE V PURPOSE

This Professional Limited Liability Company is organized for the following purposes:

- A. To engage in every aspect of the practice of law and the performance of services ancillary thereto.
- B. To render professional services in connection with the practice of law by and through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.
- C. To invest its funds in real estate, mortgages, stocks, bonds, and any other types of investments permitted by law.
- D. To own real and personal property necessary for the rendering of professional services authorized under these Articles of Organization.
- E. To engage in no other business.
- F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the above described purposes, either alone or in association with others, including matters incidental or pertaining to, or connected with such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

#### ARTICLE VI RESTRICTIONS ON MEMBERSHIP RIGHT TO ADMIT ADDITIONAL MEMBERS

Individual members must be licensed to practice law in the State of Florida. The shareholders of any member that is a professional service corporation and the members of any member that is a professional limited liability company and individual partners or the shareholders of any professional of any professional service corporation partner of a partnership that is a member must each be licensed to practice law in the State of Florida. Existing members shall have the right to admit new members by consent of members representing eighty percent (80%) of the ownership interests in the Professional Limited Liability Company. Contributions

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required of new members shall be determined as of the time of admission to the Professional Limited Liability Company in accordance with the Regulations.

A member's interest in the Professional Limited Liability Company may not be sold or otherwise transferred except to a person licensed to practice law in the State of Florida, with written consent of members representing eighty (80%) of the ownership interests in the Professional Limited Liability Company and otherwise in accordance with the Regulations of this Professional Limited Liability Company.

#### ARTICLE VII CONTINUATION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Professional Limited Liability, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

#### ARTICLE VIII MANAGEMENT

Management of the Limited Liability Company is reserved to its members and the names and addresses of the initial members are as follows:

Steven K. Hall  
36468 Emerald Coast Parkway, Suite 2101  
Destin, FL 32541

Sherry Grant Hall  
36468 Emerald Coast Parkway, Suite 2101  
Destin, FL 32541

Davage J. Runnels, Jr.  
36468 Emerald Coast Parkway, Suite 2101  
Destin, FL 32541

Bruce A. Haught  
36468 Emerald Coast Parkway, Suite 2101  
Destin, FL 32541

#### ARTICLE IX REGULATIONS

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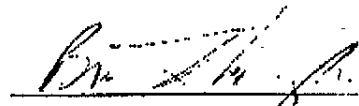
The members of the Professional Limited Liability Company shall have the power to adopt, alter, amend, or repeal Regulations which may contain any provisions for the regulation and management of the affairs of the Professional Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

#### ARTICLE X AMENDMENT

These Articles of Organization may be amended by a unanimous consent of members.

The undersigned, being one of the initial members of the Professional Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of HALL, RUNNELS & HAUGHT, ATTORNEYS AT LAW, P.L.C.

Executed by the undersigned on this the 31<sup>st</sup> day of January, 2001.

  
Bruce A. Haught, Esq.

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 31<sup>st</sup> day of January, 2001.

  
Bruce A. Haught, Esq.

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