

LOI 00000 4627

W. WADE WALLACE, P.A.
ATTORNEY AND COUNSELOR AT LAW

(850)837-0155
FAX (850)837-6565

10221 WEST EMERALD COAST PARKWAY SUITE 26
DESTIN, FLORIDA 32550

March 9, 2001

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*****250.00 *****125.00

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: 4-C's Holdings, L.C. and Panhandle Holdings, L.C.

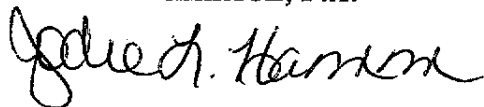
To whom it may concern:

Enclosed please find our check in the amount of \$250.00, to cover the required filing fees for the enclosed Articles of Organization. Please return the enclosed copies to this office at your earliest possible convenience.

Should you have any questions with regard to this matter please do not hesitate to contact this office.

Sincerely,

W. WADE WALLACE, P.A.



Jodie L. Hamm
Legal Assistant

/jlh

enclosure

FILED
MAR 12 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOI-4627
QR



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 15, 2001

JODIE HAMM
10221 WEST EMERALD COAST PKWY, STE 26
W. WADE WALLACE, P.A.
DESTIN, FL 32550

SUBJECT: 4-C'S HOLDINGS, L.C.
Ref. Number: W01000005864

We have received your document for 4-C'S HOLDINGS, L.C. and your check(s) totaling \$250.00. 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 entity.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 101A00015815

FILED
01 MAR 12 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
4-C's HOLDINGS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME, PRINCIPAL PLACE AND MAILING ADDRESS**

The name of the limited liability company shall be 4-C's HOLDINGS, L. C., and its principal office and mailing address shall be 105 Brooks Street, #1, Ft. Walton Beach, FL 32549, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE III
MANAGEMENT**

Management of this limited liability company is reserved to the member, whose name and address is as follows:

George Copelan

194 Lynda Lane
Pine Mountain, GA 31822

**ARTICLE IV
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred, except with unanimous written consent of all members.

On 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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

FILED
01 MAR 12 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VI
PROFITS AND LOSSES

(a). Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits.

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being March 8, 2001

(b). Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VII
DURATION

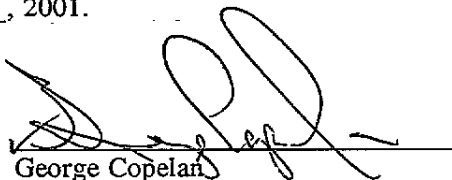
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 105 Brooks
Street, #1, Ft. Walton Beach, FL, and the name of the company's initial registered agent at
that address is George Copelan. 32549

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of 4-C's Holdings, L. C.

Executed by the undersigned on March 8, 2001.


George Copelan

FILED
01 MAR 12 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF WALTON


Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is 4-C's Holdings, L.C..

The name of the registered agent for 4-C's Holdings, L.C. is George Copelan and the street address of the office where the agent is located is 105 Brooks Street, Ft. Walton Beach, FL
32549

This statement is to acknowledge that, as indicated above, 4-C's Holdings, L.C. has appointed me, George Copelan, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this the 8th day of March, 2001.


George Copelan

STATE OF FLORIDA
COUNTY OF WALTON


The forgoing instrument was acknowledged before me this 8th day of March, 2001 by George Copelan, (XX) who is personally known to me () who produced the following as identification:

WITNESS my hand and seal this 8th day of March, 2001.

Affix Seal



Jodie L. Hamm
MY COMMISSION # CC670711 EXPIRES
September 21, 2001
BONDED THRU TROY FAIR INSURANCE, INC


Type Name: _____
NOTARY PUBLIC
My Commission Expires: _____

FILED
01 MAR 12 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA