

LB100000 6840

Morris
Cary &
Andrews, LLC

ATTORNEYS AT LAW

Joseph A. Morris¹
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April 9, 2001

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

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Re: *Beach Properties Limited, LLC*

800004092418--7

04/30/01-01120-013
***125.00 ***125.00

Dear Representative:

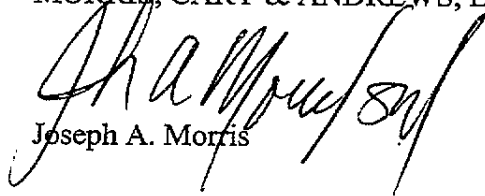
Enclosed are the drafted Articles of Organization as required by the Florida Statutes for establishing a limited liability company, along with my check for \$125.00 made payable to the Florida Department of State, representative of the filing fees.

If you have any questions or need additional information, please do not hesitate to contact me at the above address and phone number.

Sincerely,

MORRIS, CARY & ANDREWS, LLC

Joseph A. Morris



JAM:slw
Enclosure

To avoid delay dictated but not read

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TALLAHASSEE, FLORIDA

with
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ARTICLES OF ORGANIZATION
OF
BEACH PROPERTIES LIMITED, LLC

The undersigned, members of the limited liability company, Beach Properties Limited, LLC, pursuant to Chapter 608, *Florida Statutes* and adopt the following Articles of Organization:

ARTICLE I

NAME OF LIMITED LIABILITY COMPANY

The name of the Limited Liability Company is BEACH PROPERTIES LIMITED, LLC.

ARTICLE II

ADDRESS OF THE LIMITED LIABILITY COMPANY

The mailing and street address of the principle place of business of the Limited Liability Company is:

Beach Properties Limited, LLC
12273 Emerald Coast Parkway, Suite 107
Destin, Florida 32541

ARTICLE III

PURPOSE

The limited liability company has been organized of the following purposes:

- A. To own oversee and manage real estate investments in accordance with all applicable governing laws and regulations.
- B. To transact any and all lawful business for which limited liability companies may be incorporated under the laws of the State of Florida.
- C. To borrow or raise monies for any of the purposes of the limited liability company, and from time to time, without limit as to amount, to draw,

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make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, evidence of indebtedness and agreements.

- D. To enter into and make all necessary contracts and agreements for its business with any person, partnership, association or corporation of any domestic or foreign state, government or governmental authority or any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any such contracts.
- E. To do everything necessary, properly, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers of the corporation, either alone or associated with others, and incidental or pertaining to such powers, provided the same be not inconsistent with or contrary to any law.

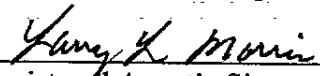
ARTICLE IV

OFFICE ADDRESS

The name and the Florida street address of the registered agent are:

Larry L. Morris
12273 Emerald Coast Parkway, Suite 107
Destin, Florida 32541

Having been named as registered agent and to accept service of process for the above stated 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature

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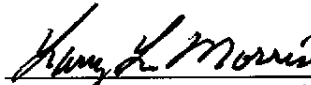
Article V
MANAGEMENT

Beach Properties Limited, LLC is to be managed by one manager or more managers and is to be managed company and shall be managed by the following named individuals:

1. Larry L. Morris, P.O. Box 1297, Destin, FL 32540
2. Clara K. Plummer, 12273 Emerald Coast Parkway, Suite 107, Destin, FL 32541.
3. A.C. Cooper, 7123 Texas Valley Rd., Knoxville, TN 37938.

In witness whereof, the undersigned Managing Member of this LLC have hereto subscribed their signature to this Article of Organization and executed this instrument in accordance with 608.408(3), Florida Statutes, which states in part that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true on this the 27th day of April, 2001.

Watson/Corp/FormArtAmend



Larry L. Morris, Managing Member

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