

**L01000007974**

**JEFFREY TOMASSETTI**

*Attorney at Law*

Telephone  
(904) 261-1833

May 14, 2001

406 Ash Street  
Post Office Box 1443  
Fernandina Beach, FL  
32035-1443

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300004221483--0  
-05/17/01--01014--006  
\*\*\*155.00 \*\*\*155.00

RE: BFB Partners, L.L.C.

Dear Sir or Madam:

Enclosed please find the Articles of Organization of BFB Partners, L.L.C., along with a check in the amount of \$155.00. Please file these Articles and return them to my office.

If you have any questions or need further information, please call me.

Sincerely,

*Gail Cope*  
Gail Cope  
Legal Assistant

FILED  
MAY 16 PM 3:53

/gc

C:\Files\2000\Clark.168\LLC's\2001 LLC\CORPLLC.wpd

**L01-7974**  
**QR**

**ARTICLES OF ORGANIZATION  
OF  
BFB PARTNERS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be BFB PARTNERS, L.L.C. ("Company"). The principal place of business of the Company in Florida shall be 402 Centre Street, Fernandina Beach, Florida 32034. The mailing address is the same.

**ARTICLE II - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is A. Jeffrey Tomassetti, Esq., 406 Ash Street, Fernandina Beach, Florida 32034.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

FILED  
01 MAY 16 21 3:53  
SECRETARY  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

## **ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE VIII - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or Manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## **ARTICLE IX - MANAGEMENT**

The Company shall be managed by two managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The name and address of the initial managers of the Company are:

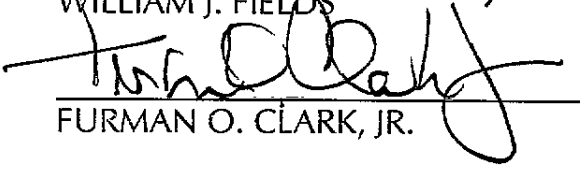
William J. Fields  
P. O. Box 2469  
Kitty Hawk, NC 27949

Furman O. Clark, Jr.  
402 Centre Street  
Amelia Island, FL 32034

FILED  
01 MAY 16 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fernandina Beach, Florida, for the foregoing uses and purposes this 8<sup>TH</sup> day of May, 2001.

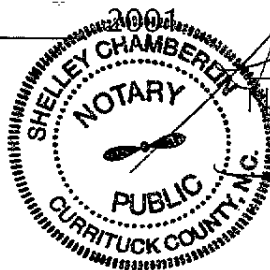
  
WILLIAM J. FIELDS

  
FURMAN O. CLARK, JR.

STATE OF NORTH CAROLINA  
COUNTY OF Currituck

Before me personally appeared WILLIAM J. FIELDS, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

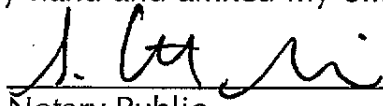
8<sup>th</sup> IN WITNESS WHEREOF, I have set my hand and affixed my official seal this  
day of May, 2001.

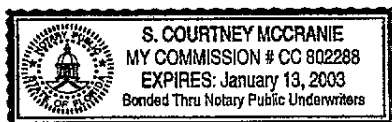


STATE OF FLORIDA  
COUNTY OF NASSAU

Before me personally appeared FURMAN O. CLARK, JR., to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

7<sup>th</sup> IN WITNESS WHEREOF, I have set my hand and affixed my official seal this  
day of May, 2001.

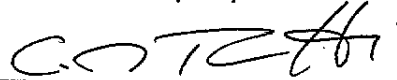
  
Notary Public



FILED  
MAY 15 PM 3:53  
CLERK OF SUPERIOR COURT  
NASSAU COUNTY, FLORIDA

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of BFB PARTNERS, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.



A. Jeffrey Tomassetti, Esq.

P. O. Box 1443

Fernandina Beach, FL 32035

FILED

01 MAY 16 PM 3:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BFB PARTNERS, L.L.C.**

**EXHIBIT "A"**

<u>NAME OF MEMBER</u>	<u>INITIAL CAPITAL CONTRIBUTION</u>	<u>MEMBERSHIP INTEREST</u>
Fields Clark Holdings LLC	\$666.66	66 2/3 %
C. Ben Bass	\$333.33	33 1/3 %
TOTALS		100%

FILED  
01 MAY 16 PM 3:53  
SECRETARY OF STATE  
TOLSON