

PAUL EARNHART

Requester's Name

2030-2 THOMASVILLE ROAD

Address

TALLAHASSEE FL 32308 386-2723

City/State/Zip

Phone #

L010000013095

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Aztec LLC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

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3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS

Profit

Not for Profit

Limited Liability

Domestication

Other

OTHER FILINGS

Annual Report

Fictitious Name

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Examiner's Initials

JPB
8-7-01

ARTICLES OF ORGANIZATION FOR AZTEC, LLC

Article 1

The name of the limited liability company is Aztec, LLC ("Company").

Article 2

The mailing address and street address of the principal office of the Company are:

Mailing Address: Post Office Box 3210
Tallahassee, Florida 32315

Street Address: 2030-2 Thomasville Road
Tallahassee, Florida 32308

Article 3

Paul M. Earnhart is hereby designated the registered agent for the Company and 2030-2 Thomasville Road is hereby designated as the registered office of the Company. By execution of the acceptance of the office of registered agent below, Paul M. Earnhart acknowledges that he is familiar with and accepts the obligations of registered agent as provided in Chapter 608, Florida Statutes.

Article 4

The Company is a manager-managed Company. The Company is managed by the following managers:

Paul M. Earnhart whose address is 2030-2 Thomasville Road, Tallahassee, Florida 32308, and

Bill R. Pinkerton whose address is 2030-2 Thomasville Road, Tallahassee, Florida 32308, and

Jeff Coole' whose address is 1200 Harger Road, Suite 408, Oak Brook, Illinois 60523.

Article 5

The Members of the Company and their respective interests are:

Sandbar Properties, Inc.,
a Florida corporation 62%

Oxford Global Capital, LLC,
an Illinois limited liability company 38%

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Article 6

The Members of the Company shall have the right to admit additional, new Members upon such terms and conditions as may be agreed by all Members of the Company in writing.

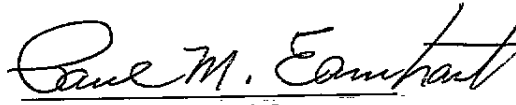
Article 7

The Company's existence shall commence with the filing of these Articles of Organization with the Secretary of State of the State of Florida and shall terminate on the earlier of the following dates:

- (a) December 31, 2031;
- (b) On the date that all members of the Company consent in writing to the dissolution of the Company;

Article 8

All Members are hereby granted preemptive rights. By this grant, the members authorized in Article 5 above are guaranteed their original proportionate and percentage share of ownership from all new and/or additional Members in any class thereof without charge or expense, except to the extent any Member does not contribute the agreed upon cash or property shall be reduced in percentage of ownership by an amount equal to the proportionate value of cash or property not contributed in relationship to the amount committed to be contributed. This Article 8, preemptive rights, may not be repealed, amended or altered in any manner without the unanimous consent in writing by all Members of the Company.


Paul M. Earnhart, Manager

Certificate of Designation of Registered Agent/
Registered Office

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the limited liability company is Aztec, LLC.
2. The name and address of the registered agent and office is Paul M. Earnhart, 2030-2 Thomasville Road, Tallahassee, Florida 32308

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

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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..

Executed this 7th day of August, 2001.

Paul M. Earnhart
Paul M. Earnhart

Affidavit of Membership and Contributions

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Paul M. Earnhart, who [☒] is personally known to me, or [] produced the following for identification: _____, and who, being by me first duly sworn, deposes and says: (1) I am over the age of 18 years and under no legal disability, (2) I am a shareholder in Sandbar Properties, Inc. which is a Member and I have personal knowledge of the matters stated herein, (3) Aztec, LLC has at least two members, (4) the total amount to be contributed by the Member Oxford Global Capital, LLC to Aztec, LLC is \$100,000,000 in staged funding, (5) the total amount of property, other than cash, to be contributed by the Member Sandbar Properties, Inc. is ten (10) acres of Gulf front property on South Padre Island, Texas, (6) the total amount of cash or property anticipated to be contributed by the Members is \$100,000,000. This includes the amounts from clauses (4) and (5).

FURTHER AFFIANT SAITH NAUGHT.

Paul M. Earnhart
Paul M. Earnhart

Sworn to and subscribed before me on this 7 day of August, 2001.

Susan P. Estes
Notary Public
My commission expires: _____



Susan P. Estes
MY COMMISSION # CC773488 EXPIRES
September 7, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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