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RICHARD R. ALEXANDER  
HOWARD C. COKER\*  
JAMES H. DANIEL  
MARK M. GREEN  
WM. EARL HIGGINBOTHAM\*  
JOHN M. HOWELL  
SAMUEL H. LANIER

J. THOMAS MCKEEL  
WAYNE MYERS  
R. DANIEL NOBY  
RONALD M. OWEN\*  
JOHN J. SCHICKEL\*  
CHARLES A. SORENSON\*

ATTORNEYS AT LAW  
BAYWATER SQUARE BUILDING  
136 EAST BAY STREET  
POST OFFICE BOX 1860  
JACKSONVILLE, FLORIDA 32201

August 7, 2001

TELEPHONE  
(904) 356-6071

FAX  
(904) 353-2425

BOARD CERTIFIED  
CIVIL TRIAL LAWYER

BOARD CERTIFIED  
WORKERS' COMPENSATION  
LAWYER

Δ CERTIFIED BY THE  
NATIONAL BOARD OF TRIAL  
ADVOCACY AS A CIVIL TRIAL  
LAWYER

† CERTIFIED CIRCUIT  
COURT MEDIATOR

Writer's E-mail: [JSchickel@cokerlaw.com](mailto:JSchickel@cokerlaw.com)  
<http://www.cokerlaw.com>

00789-01122-00671

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

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\*\*\*\*125.00 \*\*\*\*125.00

Re: Articles of Organization of Grey Oaks Tree Farm, L.C.

W001-18470

Gentlemen:

Enclosed for filing, please find the original Articles of Organization of Grey Oaks Tree Farm, L.C., Statement Designating Registered Agent and Office, and my check in the amount of \$125.00 to cover the filing fee.

Should you need anything further from me, please advise.

Sincerely,



John J. Schickel

JJS/sl  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 9, 2001

JOHN J. SCHICKEL  
COKER, MYERS, SCHICKEL, SORENSON, HIGGIN  
POST OFFICE BOX 1860  
JACKSONVILLE, FL 32201

SUBJECT: GREY OAKS TREE FARM, L.C.  
Ref. Number: W01000018470

We have received your document for GREY OAKS TREE FARM, L.C. and your check(s) totaling \$125.00. 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 001A00045894

**ARTICLES OF ORGANIZATION OF  
GREY OAKS TREE FARM, 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 AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Grey Oaks Tree Farm, whose mailing is P. O. Box 1860, Jacksonville, Florida 32201, and its principal office shall be located at 136 East Bay Street, in the City of Jacksonville, County of Duval, State of Florida, 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**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and

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all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency,

representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, 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 set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **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 IV**

### **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: John J. Schickel, Sr., P. O. Box 1860, Jacksonville, Florida 32201; J. J. Schickel, Jr., 2743 Vining Oak Drive, Smyrna, Georgia, and Joel Mathew Schickel, 808 Greenwood Avenue, Apt. 201, Atlanta, Georgia.

## **ARTICLE V**

### **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.

## **ARTICLE VI**

### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited

liability company by the three 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 VII**

### **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. The members shall decide by majority vote a share of the profits. The distributive share of the profits shall be determined and paid to the members on December 31 of each year.

(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 VIII**

### **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 IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is P. O.


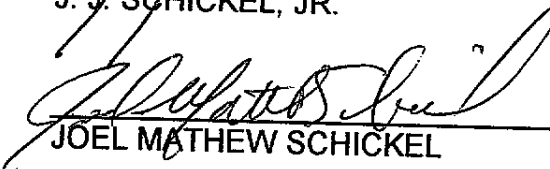


Box 1860, 136 East Bay Street, City of Jacksonville, County of Duval, State of Florida,  
and the name of the company's initial registered agent at that address is John J.  
Schickel, Sr.

The undersigned, being the original members of the limited liability company,  
certify that this instrument constitutes the proposed Articles of Organization of Grey  
Oaks Tree Farm, L.C.

Executed by the undersigned at Jacksonville, FL on  
August 7 2001.

  
\_\_\_\_\_  
JOHN J. SCHICKEL, SR.

  
\_\_\_\_\_  
J. J. SCHICKEL, JR.  
  
\_\_\_\_\_  
JOEL MATHEW SCHICKEL

**STATEMENT DESIGNATING REGISTERED AGENT  
AND OFFICE**

State of Florida                    }  
County of Duval                   }    ss

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 Grey Oaks Tree Farm, L.C.

The name of the registered agent for Grey Oaks Tree Farm, L.C. is John J. Schickel, Sr. and the street address of the company's principal office where the agent is located is 136 East Bay Street, Jacksonville, Florida 32201.

This statement is to acknowledge that, as indicated above, Grey Oaks Tree Farm, L.C. has appointed me, John J. Schickel, Sr., 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 7th day of August, 2001.

  
\_\_\_\_\_  
JOHN J. SCHICKEL, SR.