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LIMITED LIABILITY COMPANY

LIGHTHOUSE POINTE PHASE II, LLC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

**ARTICLES OF ORGANIZATION OF
LIGHTHOUSE POINTE PHASE II, LLC
A LIMITED LIABILITY COMPANY**

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **LIGHTHOUSE POINTE PHASE II, LLC, A LIMITED LIABILITY COMPANY**, and its principal place of business shall be 1417 Sadler Road, #147, Fernandina Beach, County of Nassau, State of Florida, and whose mailing address is 1417 Sadler Road, #147, Suite 200, Amelia Island, Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 all things herein set forth 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 the Articles; and to hold, utilized, 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 thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith.

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or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III MEMBERSHIP

This company shall initially have one member. The membership may increase from time to time. The names and addresses of the members are

Amelia Island Ventures, Inc., A Florida Corporation
1417 Sadler Road, #147
Fernandina Beach, Florida 32034

ARTICLE IV LIMITED LIABILITY COMPANY 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 an unanimous vote of the members of the limited liability company.

ARTICLE V MANAGEMENT

This limited liability company shall be managed by Amelia Island Ventures, Inc., 1417 Sadler Road, #147, Fernandina Beach, Florida 32034, which shall serve until dissolution.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office and the principal office of the limited liability company 1417

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Sadler Road, #147, Amelia Island, Florida 32034 and the name of its initial registered agent at such address is Strickland Holloway, Jr.

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

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.

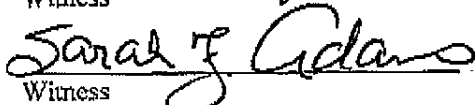
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon 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 upon unanimous consent of such remaining members.

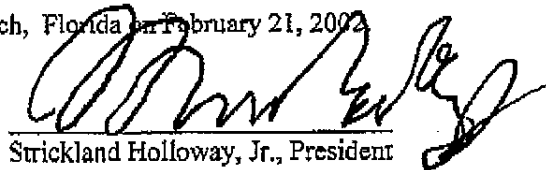
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of LIGHTHOUSE POINTE PHASE II, LLC

Executed by the undersigned at Fernandina Beach, Florida on February 21, 2002


Witness


Witness

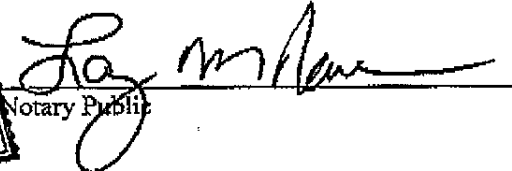
SARAH F. ADAMS


Strickland Holloway, Jr., President
Amelia Island Ventures, Inc.

**STATE OF FLORIDA
COUNTY OF NASSAU**

The foregoing instrument was acknowledged before me this **February 21, 2002** by Strickland Holloway, Jr., President of Amelia Island Ventures, Inc. who are personally known to me or who have produced _____ as identification.




Notary Public

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CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED

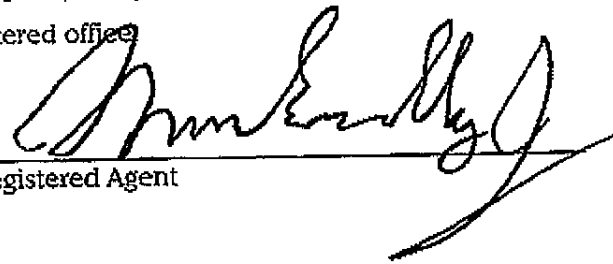
LIGHTHOUSE POINTE PHASE II, LLC, A LIMITED LIABILITY COMPANY, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization, at Nassau County, Florida, has named Strickland Holloway, Jr. as its registered agent to accept service of process within this state, who is located at the following registered office:

Strickland Holloway, Jr.
1417 Sadler Road, #147
Amelia Island, Florida 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.

Registered Agent



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