

L0200000/0267

SCOTT & SHEPPARD, P.A.

ATTORNEYS AT LAW

99 Orange Street
St. Augustine, Florida 32084-3564

Allen C.D. Scott, II
Holly Scott Sheppard
Sean P. Sheppard*

* ALSO ADMITTED TO PRACTICE
IN NEW YORK & NEW JERSEY

FILED
2002 APR 25 AM 10:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

St. Augustine: (904) 825-0995
Hastings: (904) 692-2262
Telefax: (904) 825-0975

April 22, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300005348713--5
-04/25/02--01061--011
*****125.00 ***125.00**

RE: 3 DAVIS STREET, L.C.

Gentlemen:

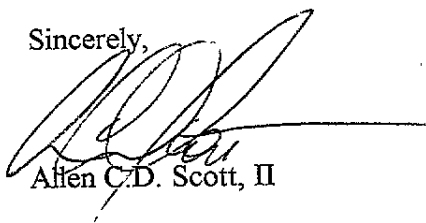
Enclosed herewith please find the original together with one fully executed copy of the Articles of Organization for 3 DAVIS STREET, L.C.

I have also enclosed my check in the amount of \$125.00 to cover the filing fee with your agency.

You will see that the Articles contain, as a part thereof, the required declaration of Resident Agent.

Should you have questions regarding the foregoing, please feel free to contact me. Otherwise, I would appreciate your filing the original Articles and confirming filing at your earliest convenience.

Sincerely,



Allen C.D. Scott, II

ACDS/jjs

J. BRYAN APR 30 2002

**ARTICLES OF ORGANIZATION OF
3 DAVIS STREET, L.C.**

FILED
2002 APR 25 AM 10:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 3 DAVIS STREET, L.C., and its principal place of business shall be in the City of St. Augustine, County of St. Johns, State of 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, 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 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 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 CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the limited liability company by the one member. 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 IV PROFIT AND LOSSES

(a) Sharing of Profits. 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. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement, of business of the limited liability company, the month and day of such commencement date being the date these articles are filed with the Secretary of State of the State of Florida.

(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 such sources are insufficient to cover such losses, by the members in equal shares.

FILED
2022 APR 25 AM 10:07
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

**ARTICLE V
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 a unanimous vote of the members of the limited liability company.

**ARTICLE VI
DURATION**

This limited liability company shall exist until December 31, 2025, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 99 Orange Street, in the City of St. Augustine, County of St. Johns, State of Florida 32084.

**ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members or until his successor is elected and qualified is as follows: Allen C.D. Scott, II, 99 Orange Street, St. Augustine, Florida 32084.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 99 Orange Street, City of St. Augustine, County of St. Johns, State of Florida, and the name of its initial registered agent at such address is Allen C.D. Scott, II.

**ARTICLE X
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.

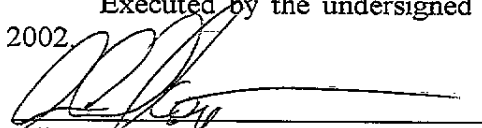
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

FILED
2002 APR 25 AM 10:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 **3 DAVIS STREET, L.C.**

Executed by the undersigned at St. Augustine, St. Johns County, Florida, on April 22, 2002.

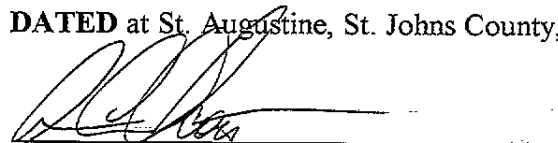

Allen C.D. Scott, II

FILED
2002 APR 25 AM 10:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF RESIDENT AGENT

I, Allen Scott, having been named to accept the service of process for 3 Davis Street, L.C., certify that I am a permanent resident of Putnam County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

DATED at St. Augustine, St. Johns County, Florida, this 22ND day of April, A.D., 2002.

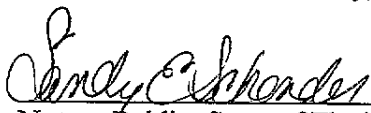

Allen C.D. Scott, II

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ALLEN SCOTT, to me personally known and known to be the person described as the subscriber in and who executed the foregoing Articles of Organization, and Acceptance of Registered Agent and acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, this 22ND day of April, A.D., 2002.


Notary Public, State of Florida
Printed Name: Sandy E. Schonder
My Commission Expires: _____

