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Charles A. Costin

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(1923 - 1990)

Mailing Address:
Post Office Box 98
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May 3, 2002

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

900005463189--1
-05/06/02--01099--002
***125.00 ***125.00

RE: Magnolia Lodge, LLC

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$125.00 to cover the fees.

Sincerely,

Kristy Lee

Kristy Lee

Enclosures

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02 MAY 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789/2870/671

5/21/02

102-12521
5/9/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2002

KRISTY LEE
413 WILLIAMS AVENUE
PORT ST. JOE, FL 32456

SUBJECT: MAGNOLIA LODGE, LLC
Ref. Number: W02000013521

We have received your document for MAGNOLIA LODGE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 002A00029395

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MAGNOLIA LODGE, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned members to these Articles of Organization, persons competent to contract, hereby form a limited liability company, under Chapter 608, Florida Statutes, and do hereby certify that it has become such company under and pursuant to the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company is "MAGNOLIA LODGE, L.L.C."

ARTICLE II

Duration

The company shall have perpetual existence commencing on the date of filing.

ARTICLE III

Appointment and Acknowledgement of Designated
Registered Agent and Office Address

The name and street address of this company's initial registered agent is Laura C. Bush, 345 S. Bass Drive, Wewahitchka, Florida 32465. The address of the initial principal office of this company and its mailing address is 345 S. Bass Drive, Wewahitchka, Florida 32465. The registered agent, by her signature hereon,

acknowledges that she has read the foregoing Articles of Organization and that she is familiar with and accepts the obligations of her appointment as designated registered agent.

ARTICLE IV
Right to Admit Additional Members

The additional members listed hereinbelow shall have the right to admit additional members; however, each member must unanimously consent to such additional member and to the amount of such additional members contribution to capital.

ARTICLE V
Management

This limited liability company is to be managed by its members in proportion to their capital contributions, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

The duties and responsibilities of management in addition to those set forth in Florida Statute 608.4225 (1993) are as follows: a) to negotiate contracts for lease or purchase of facilities or equipment, b) to maintain and safeguard the cash flow including management of the operating bank account and negotiating with financial institutions for short term capital needs, as may be determined necessary by the owners and management of the company, c) to comply with federal and state tax laws, d) to perform monthly reporting of financial position and the results of operations to

the membership along with comparisons to budgeted operations and anticipated cash flows, e) to monitor receivable collections and follow up where necessary, f) to audit monthly cost reports submitted to governmental agencies, g) to monitor compliance with policies and procedures established by the membership and management, h) to provide such services as may be agreed to in writing from time to time executed by membership and management.

ARTICLE VI
Membership of Capital Contributions

This limited liability company shall have 2 initial members.
The names and addresses of these 2 initial members are as follows:

Michael F. Bush	50% membership
345 S. Bass Drive	
Wewahitchka, Florida 32465	
Laura C. Bush	50% membership
345 S. Bass Drive	
Wewahitchka, Florida 32465	

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TALLAHASSEE, FLORIDA


ARTICLE VII
Voting

Voting on all matters relating to this company shall be vested exclusively in the membership. Each member's vote shall be weighed in proportion to that member's capital account, as adjusted from time to time to properly reflect any addition of contributions or withdrawals by the members. Sharing of profits and losses shall likewise be allocated on the basis of each member's capital account unless modified by separate contract signed by all members.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on the 3rd day of May, 2002; and, in accordance with Section 608.408 (3), Florida Statutes, the execution of these Articles constitutes an affirmation under penalties of perjury that the facts stated herein are true.

ATTEST:


MICHAEL F. BUSH

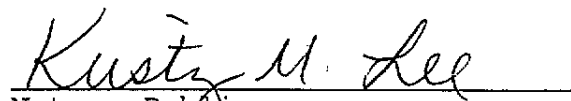

LAURA C. BUSH

STATE OF FLORIDA
COUNTY OF GULF

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared MICHAEL F. BUSH and wife, LAURA C. BUSH, who are personally known to me or who produced Personally Known as identification, known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein described.

SWORN TO AND SUBSCRIBED before me this 3rd day of May, 2002.




Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

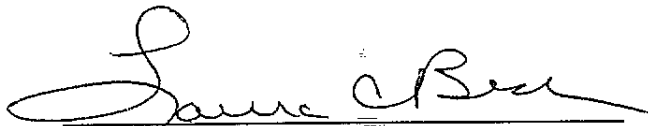
First, that MAGNOLIA LODGE, L.L.C., desiring to organize under

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TALLAHASSEE, FLORIDA

the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at Wewahitchka, Gulf County, Florida, has named LAURA C. BUSH, 645 S. Bass Drive, Wewahitchka, Florida 32465, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



LAURA C. BUSH
Registered Agent
645 S. Bass Drive
Wewahitchka, FL 32465

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TALLAHASSEE, FLORIDA