# L0200001953C

ACCOUNT NO. : 07210000032

REFERENCE: 688355 81219A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 1, 2002

ORDER TIME: 11:11 AM

ORDER NO. : 688355-005

CUSTOMER NO: 81219A

CUSTOMER: Jodie Hamm, Legal Asst

W. Wade Wallace, Esquire

Suite 26

10221 Emerald Coast Parkway

Destin, FL 32541

DOMESTIC FILING

NAME: JADDIP ENTERPRISES, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION \_ CERTIFICATE OF LIMITED PARTNERSHIP

\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY

\_\_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

300006852603--4 -08/01/02--01041--005 \*\*\*\*125.00 \*\*\*\*125.00

# ARTICLES OF ORGANIZATION OF JADDIP ENTERPRISES, L.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, PRINCIPAL PLACE AND MAILING ADDRESS OF BUSINESS

The name of the limited liability company shall be JADDIP Enterprises, L.L.C., and its principal office and mailing address is 150 Industrial Park Drive, #7, Destin, FL 32541, 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 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 III MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting of members or until a successor(s) is elected and qualified is as follows:

Don A. Keener

150 Industrial Park Drive, #7 Destin, FL 32541

## ARTICLE IV 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 V CAPITAL CONTRIBUTIONS

Harald A. Moertl

Capital contributions in the amount of \$200.00 cash shall be paid to the limited liability company by the two (2) members in squal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous conseat of the members. Members will make contributions in equal

## ARTICLE VI 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. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Don A. Keener Alian R. Wallinder

50%

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 the commencement date being July 29, 2002.

(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 VII 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 VIII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 150 Industrial Park Drive, #7. Destin, FL 32541, and the name of the company's initial registered agent at that address is

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of JADDIP Emerprises, L.L.C.

Executed by the undersigned on this the 29th day of July, 2002

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COSSAGEMENT

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# STATE OF FLORIDA COUNTY OF WALTON

Pursuant to the provisions of Sections 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 JADDIP Enterprises, LLC.

The name of the registered agent for JADDIP Enterprises, L.L.C. is Don A. Keener and the street address of the company's principal office where the agent is located is 150 Industrial Park Drive, #7, Destin, FL 32541.

This statement is to acknowledge that, as indicated above, JADDIP Enterprises, LLC has appointed me, Don A. Keener, 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 the A day of July, 2002.

By: Don A. Keener

STATE OF CANARCANNEA FLORIDA

COUNTY OF WALTON

The forgoing instrument was acknowledged before me this 29th day of July, 2002 by Don A. Keener, who is personally known to me/ who produced the following as identification:

WITNESS my hand and seal this A day of July, 2002.

Affix Seal:

Jodie L Pitman MY COMMISSION # DD059099 EXPIRES September 21, 2005 BONDED THRU TROY FAIN INSURANCE, INC. NOTARY PUBLIC
My Commission Expires: