

**LEE BENTON SAYLER, P.A.**

(561) 748-8173 FAX

cc: Mr. Stu Lamb

**ARTICLES OF ORGANIZATION OF**

**LOST RIVER, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

FILED  
2002 SEP 13 AM 9:29  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLE I -- NAME**

The name of the limited liability company shall be **LOST RIVER, L.L.C.** ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 110 South Sewall's Point Rd., Stuart, FL 34996.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida are:  
Stuart M. Lamb, 110 South Sewall's Point Rd., Stuart, FL 34996

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the

member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.


### ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Stuart M. Lamb, 110 South Sewall's Point Rd., Stuart, FL 34996.

### ARTICLE X - INDEMNIFICATION

The managing member shall be indemnified by the company against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been the managing member of the company, whether or not he is the managing member at the time such expenses are incurred, except when the managing member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the members approve such settlement and reimbursement as being for the best interest of the company. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such managing member may be entitled.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization on September 9 2001.

  
Stuart M. Lamb, Member

STATE OF FLORIDA  
COUNTY OF Martin

Sworn to and subscribed before me this 11<sup>th</sup> day of September, 2002 by Stuart M.

Lamb, who is personally known to me or who presented FLC 1510-793-42-2090 as evg/als

identification.



*Mimi Benton*  
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Notary Public -- State of Florida

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**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 608 of the Florida Statutes.

Executed this 11<sup>th</sup> day of September, 2002.

*Stuart M. Lamb*  
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**Stuart M. Lamb**