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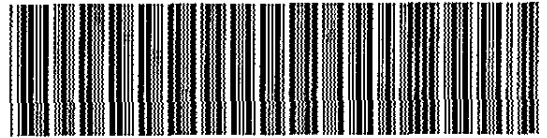
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ORDER DATE : December 18, 2002

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ORDER NO. : 863020-005

CUSTOMER NO: 118517A

CUSTOMER: Robert W. Bivins, Esq
Fuller Holsonback Bivins &
Malloy
100 N. Tampa Street
Suite 2650
Tampa, FL 33602-5860

DOMESTIC FILING

NAME: CLEVELAND & LITTLETON, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied - EXT. 1136

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION OF
CLEVELAND & LITTLETON, L.C.

The undersigned person, acting as the organizer of CLEVELAND & LITTLETON, L.C. (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE 1. NAME AND ADDRESS

The name, principal office, and mailing address of the Company is: Cleveland & Littleton, L.C., c/o Baycorp Development, Inc., 146 Second Street North, Suite 302, Third Floor, St. Petersburg, Florida 33701.

ARTICLE 2. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence on the date that these Articles of Organization are filed with the Florida Department of State, and the existence of the Company will continue in perpetuity.

ARTICLE 3. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE 4. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is c/o Baycorp Development, Inc., 146 Second Street North, Suite 302, Third Floor, St. Petersburg, Florida 33701, and the name of the Company's initial registered agent at that address is John M. McCall.

ARTICLE 5. MANAGEMENT OF COMPANY

The business of the Company shall be managed by a manager who shall be elected annually by the members of the Company in a manner set forth in the Operating Agreement. The manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its Operating Agreement and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager is as follows:

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TALLAHASSEE, FLORIDA

John M. McCall
146 Second Street North
Suite 302, Third Floor
St. Petersburg, Florida 33701

The manager shall serve in that capacity until the first annual meeting of members or until his successor is elected and qualified. The number of managers may be increased or decreased as set forth in the Operating Agreement.

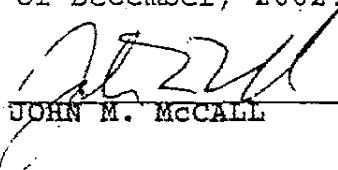
ARTICLE 6. ORGANIZER

The name and street address of the organizer, who is a member of the Company, executing these Articles of Organization is: John M. McCall, c/o Baycorp Development, Inc., 146 Second Street North, Suite 302, Third Floor, St. Petersburg, Florida 33701.

ARTICLE 7. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the members, shall be as prescribed by the Secretary of State of the State of Florida, and shall be sworn and subscribed to by a majority in interest of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

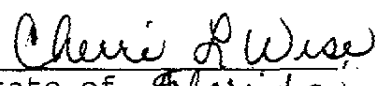
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16 day of December, 2002.

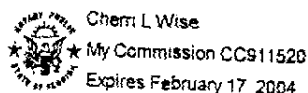

JOHN M. MCCALL

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing Articles of Organization were acknowledged before me this 16 day of December, 2002, by John M. McCall, a Florida resident and a member of Cleveland & Littleton, L.C. He is personally known to me _____ or who has produced _____ as identification.


Cheri L. Wise, Notary Public
State of Florida
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That Cleveland & Littleton, L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, c/o Baycorp Development, Inc., at 146 Second Street North, Suite 302, Third Floor, St. Petersburg, Florida 33701, has named John M. McCall as its agent to accept service of process within the State of Florida.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 11 day of December, 2002.


JOHN M. MCCALL

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