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ALBERT T. FRANSON
REESE J. HENDERSON, JR.
CHRISTOPHER J. ISELEY
ARNOLD D. TRITT, JR.\*

March 11, 2003

\*ALSO MEMBER OF GEORGIA BAR

#### VIA UPS OVERNIGHT MAIL

Registration Section Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re:

Sowards and Dad Properties, LLC

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced proposed Florida limited liability. Also enclosed is our check in the amount of \$160.00 representing the following:

Filing Fee for Articles of Organization	\$100.00
Designation of Registered Agent	25.00
Certified Copy	30.00
Certificate of Status	5.00
Total	\$160.00

Please file the Articles of Organization and forward us a certified copy and Certificate of Status as soon as possible.

Should you have any questions or require anything further, pleased not hesitate to contact me.

Sincerely,

Reese J. Henderson, Jr.

RJH/jhb Enclosures

cc:

Mr. George E. Sowards, Sr.

Mr. John Sowards

707 PENINSULAR PLACE JACKSONVILLE, FL 32204 TELEPHONE 904/354-5200 FACSIMILE 904/354-5256 www.atritt.com

# ARTICLES OF ORGANIZATION

#### OF

# SOWARDS AND DAD PROPERTIES, LLC

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

#### ARTICLE I

# Name

The name of the limited liability company shall be SOWARDS AND DAD PROPERTIES: LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 11608 Yalding Drive, Jacksonville, Florida 32223.

# ARTICLE II

# **Duration**

The Company's existence shall commence on the date these Articles of Organization are filed by the Florida Department of State and shall continue perpetually or until dissolved in accordance with these Articles of Organization adopted by the members.

### ARTICLE III

#### Purposes and Powers

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### **ARTICLE IV**

# Registered Office and Agent

The name and street address of the registered agent in the State of Florida is George E. Sowards, Sr., 11608 Yalding Drive, Jacksonville, Florida 32223.



#### ARTICLE V

# Additional Capital Contributions

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

#### ARTICLE VI

# Admission and Withdrawal of Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

# **ARTICLE VII**

#### **Termination of Existence**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining members. The Company shall be terminated and dissolved upon the consent of all of the members.

# **ARTICLE VIII**

### Manager

The Company shall be managed by one or more managers and is, therefore, a manager managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization in Jacksonville, Florida for the foregoing uses and purposes this <u>10<sup>41</sup></u> day of March, 2003.

George E. Sowards, Sr.

John Scott Sowards

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned Limited Liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the limited liability company is: SOWARDS AND DAD PROPERTIES, LLC.
- The name and address of the registered agent and office is: GEORGE E. SOWARDS,
   SR., 11608 Yalding Drive, Jacksonville, Florida 32223.

### ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-named 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, as provided for in the Florida Limited Liability Company Act.

DATED: This \_/OT day of March, 2003.

George E. Sowards, Sr.