

L030000019821

FILED

03 MAY 30 AM 9:5

CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

From: SHIRLEY BRADY (850) 650-0077  
EMERALD COAST TITLE SERVICES  
750 HWY 98 E

DESTIN, FL, 32541

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000018797660

05/16/03--01003--002 \*\*125.00

W03-14332

AL



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

FILED  
03 MAY 30 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 19, 2003

SHIRLEY BRADY  
EMERALD COAST TITLE SERVICES  
750 HWY 98  
DESTIN, FL 32541

SUBJECT: BIRCH, L.L.C.  
Ref. Number: W03000014332

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

The designation of the registered agent must be at a Florida street address.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 003A00031060

**ARTICLES OF ORGANIZATION OF**

**BIRCH, L. L. C.**

FILED  
03 MAY 30 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby 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 liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be BIRCH, L. L. C., and its principal place of business shall be at 543 Highway 98, Destin, FL 32541, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

FILED

03 MAY 30 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. To engage in the business of developing or reselling of real estate.
2. To invest in, hold and manage real estate
3. To engage in any other activity or business authorized under the Florida Statutes.

### ARTICLES III

#### **MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS**

The members, membership interests and capital contributions shall be, as follows:

<b><u>Member</u></b>	<b><u>Membership Interest</u></b>	<b><u>Capital Contributions</u></b>
<b>Michael William Cooke</b>	<b>100%</b>	<b>\$1,000.00</b>

Additional contributions may be made as required, as determined by a fifty-one percent (51%) vote of membership interests.

### ARTICLE IV

#### **PROFITS AND LOSSES**

(a) **Sharing of Profits.** 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 the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

FILED  
08 MAY 30 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(b) **Losses.** All losses that occur in the operation of the limited liability company business and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

## ARTICLE V

### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, 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 (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interest of the limited liability company.

## ARTICLE VI

### DURATION

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

FILED  
03 MAY 30 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VII

### PRINCIPAL PLACE OF BUSINESS

The principal office of the limited liability company shall be located at 543 Highway 98,  
Destin, FL 32541.

## ARTICLE VIII

### MANAGEMENT

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgement;
- c. submitting a claim to arbitration;
- d. executing and delivering any debt instruments;
- e. conveying real or personal property of BIRCH, L. L. C. ;
- f. pledging a member's membership interests to individuals or entities  
outside of BIRCH, L. L. C. .;
- g. disposing of the goodwill of the company.

The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until his/her successor is elected and qualifies, is as follows:

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

FILED

03 MAY 30 AM 9:20

The name of the initial registered agent is Delys Dearmon. The address of the initial registered office of the limited liability company is P. O. Box 425\* of Destin, County of Okaloosa, State of Florida, and the name of its initial registered agent at such address is Delys Dearmon.  
750 HWY 98 E, Destin, FL 32541, Okaloosa County

ARTICLE X

RESTRICTION ON MEMBERSHIP

Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member interests in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members.

Upon 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 upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization of BIRCH, L. L. C.

Executed by the undersigned on the 9 of May, 2003.

  
Michael William Cooke

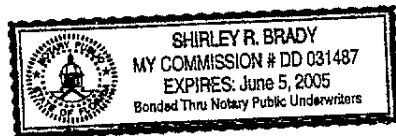
STATE OF: Florida  
COUNTY OF: Okaloosa

FILED  
03 MAY 30 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appeared Michael William Cooke, who ~~are personally known~~ to me being first duly sworn, states that they executed the foregoing instrument voluntarily and for the purposes therein stated this 8<sup>th</sup> day of May, 2003.

  
Notary Public


My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 8<sup>th</sup> day of May, 2003.

  
Delys Dearmon  
P. O. Box 425  
Destin, FL 32540