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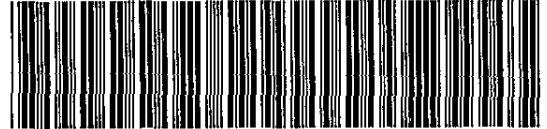
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Leisure Breeze Properties LLC

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- ☐ Art of Inc. File
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- ☒ L.C. File
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- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
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- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by

SW

10/17

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Time

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ARTICLES OF ORGANIZATION

OF

LEISURE BREEZE PROPERTIES, LLC

AGREEMENT made as of the 14 day of October 2003 by and among Robert C. Barnes and Jamie L. Barnes, (hereinafter the Members or individually Member);

NOW THEREFORE, it is mutually agree as follows:

ARTICLE 1

FORMATION OF LIMITED LIABILITY COMPANY

The Members hereby create a limited liability company (the "LLC") under Chapter 608, Florida Statutes, the law of the State of Florida (the "Act") for the purposes described in Article III below.

ARTICLE II

NAME

The name of the LLC shall be LEISURE BREEZE PROPERTIES, LLC or such other name selected by the Members as may be acceptable to the appropriate recording official of the State of Florida

ARTICLE III

PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all of any of the business, good will, rights, assets and liability of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership,

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association, corporation, domestic or foreign or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the LLC powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity and in such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability company for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this LLC, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which the limited liability company may not, under the laws of the State of Florida, lawfully carry one, exercise or do.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The business office of the LLC shall be located at 88 Turkey Creek, Alachua, FL 32615 or at such other location as may be agreed in writing by the Members. The business office and mailing address shall be the same.

ARTICLE V

DURATION

This Agreement shall become effective on the date hereof and the LLC shall have perpetual existence.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The Members have reached agreement between themselves for Robert C. Barnes and Jamie L. Barnes to make a contribution comprised of title to real estate which shall be contributed to the LLC in order to meet the requirements of contribution in proportion to their respective percentage interest in the LLC. Additional capital contributions may be required in the future in accordance with an agreed upon vote of the majority interest of the Members of the LLC.

ARTICLE VII

LIMITED LIABILITY COMPANY POWERS

All the LLC powers shall be exercised by or under the authority of and the business and affairs of this LLC shall be managed under the direction of the Members of this LLC. This article may be amended from time to time in the regulations of the LLC by a unanimous vote of the Members of the LLC.

ARTICLE VIII

MANAGEMENT

The Company shall be managed by one or more Managers, which shall be as set forth in the membership agreement. Execution of contracts, mortgages or other documents obligating performance by the company may be by any Managing Member. The initial Managing Members shall be Robert C. Barnes and Jamie L. Barnes.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 88 Turkey Creek, Alachua, FL 32615, County of Alachua and the name of its initial registered agent at such address is Robert C. Barnes.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

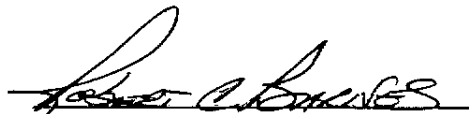
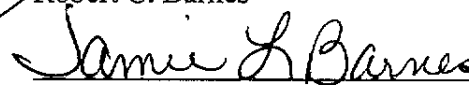
Members shall have the right to admit new members by unanimous written consent. Contributions required of new members shall be determined as of the time of admission to the LLC.

A Member's interest in the LLC may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the 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 LLC, the LLC shall continue unless the Members, by unanimous vote, dissolve the LLC.

The undersigned, being the original members of the LLC, hereby certify that the foregoing constitutes the proposed Articles of Organization of Leisure Breeze Properties, LLC.

Executed by the undersigned at Alachua County, Florida on this 14 day of October, 2003.


Robert C. Barnes

Jaime L. Barnes

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 14 day of October, 2003, by Robert C. Barnes and Jaime L. Barnes, who are personally known to me or who provided _____ as identification.


Notary Public

SONYA S COUNCE

Printed Name of Notary

My Commission expires:



SCHEDULE OF MEMBERS AND CONTRIBUTIONS

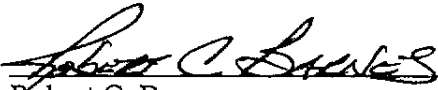
Names and Addresses Of Members	Initial Cash Contribution	Initial Property Contribution	Membership Interest
Robert C. Barnes 88 Turkey Creek Alachua, FL 32615		Unit 35C, Horizon South VIII Condominium, Bay County, Florida	50%
		Lot 31 of Replat of Hills of Santa Fe, Phase IV, Meadowbrook Of Gainesville, Alachua County Florida	
Jaime L.. Barnes 88 Turkey Creek Alachua, FL 32615		Unit 35C, Horizon South VIII Condominium, Bay County, Florida	50%
		Lot 31 of Replat of Hills of Santa Fe, Phase IV, Meadowbrook Of Gainesville, Alachua County Florida	

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, 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 Leisure Breeze Properties, LLC
- (2) The name and address of the registered agent and office is Robert C. Barnes, 88 Turkey Creek, Alachua, FL 32615.
- (3) 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 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 Oct. 14th 2003.


Robert C. Barnes

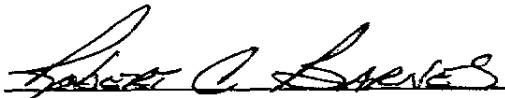
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION


The undersigned members of Leisure Breeze Properties, LLC deposes and say:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is \$0-.
- (3) If any, the agreed value of the property other than cash contributed by the members is \$230,000.00. A description of the property is attached and made a part of this Affidavit as Exhibit "A".
- (4) The total amount of property anticipated to be contributed by members is \$230,000.00. This total includes amount itemized in paragraph 2 above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

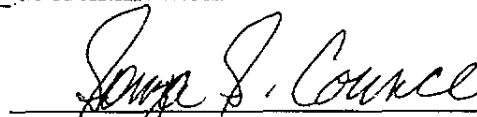
Dated this 14 day of October 2003.


Robert C. Barnes


Jaime L. Barnes

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 14 day of October 2003 by Robert C. Barnes and Jaime L. Barnes, who are personally known to me or who provided _____ as identification.


Notary Public

SONYA S. COUNCE
Printed Name of Notary
My Commission expires:

