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DIVISION OF CORPORATION TALL AND SECRETARY OF STATE

#### AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

November 25, 2003

Secretary of State's Office Division of Corporations 409 East Gaines Street Tallahassee, Florida 32301

RE: Faircloth Construction, LLC

Dear Sir or Madam:

Enclosed for filing are the Articles of Organization for the above-referenced limited liability company (original and one copy). A check is also enclosed in the amount of \$155.00 to cover the cost of the filing and a Certificate of Status. Please call Beth Dyal at 425-5319 when the Certificate is ready to be picked-up.

Thank you for your assistance.

Sincerely,

Beth Dval

Secretary to John E. Brenneis

/hd

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### **CERTIFICATE OF CONVERSION**

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached <u>articles of organization</u> and this certificate of conversion to convert to a Florida Limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was Faircloth Construction Company.

**SECOND:** the date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

A. Date: October, 1979B. Jurisdiction: Florida

THIRD: The name of the limited liability company as set forth in the <u>attached</u> articles of organization is: Faircloth Contruction, LLC.

Signature of a Member or an Authorized Representative of a Member (In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James R. Faircloth

Typed or Printed Name of Signee

# ARTICLES OF ORGANIZATION OF FAIRCLOTH CONSTRUCTION, LLC

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, provides the following information for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

#### ARTICLE I. Name

The name of the Limited Liability Company is Faircloth Construction, LLC.

#### ARTICLE II. Address

The address of the place of business is:

3675 Pine Tip Road Tallahassee, FL 32312

and mailing address for the Limited Liability Company is:

3675 Pine Tip Road Tallahassee, FL 32312

## ARTICLE III. Registered Agent and Registered Office

The name and Florida street address of the initial registered agent in Florida for the Limited Liability Company are:

John E. Brenneis 227 South Calhoun Street Tallahassee, Florida 32301 Having been named as registered agent and as the person 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 statures 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 Chapter 608, Florida Statutes.

Vohn E. Brenneis, Registered Agent

#### ARTICLE IV. Management

The Limited Liability Company shall be managed by its member(s) and is, therefore, a member-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this <u>25</u> day of <u>1000mber</u>, 2003.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

Name: James R. Faircloth

Title: Member

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