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# SMITH SAUER & DEMARIA

ATTORNEYS AT LAW

January 30, 2004

**Kathleen K. DeMaria**  
Admitted in Alabama, Colorado &  
Florida Bar Board Certified  
Wills, Trusts & Estates  
Attorney

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399


Re: Jackson Development Company of Northwest Florida, L.L.C.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization relative to the above. Also enclosed is a check in the amount of \$125.00 representing the filing fee and registered agent fee. Please file the original and return the copy date-stamped as evidence of filing.

If you have any questions, please do not hesitate to call.

Sincerely,

  
Jennifer L. Weldon  
Legal Assistant to  
Kathleen K. DeMaria

:jlw

Enclosures

## ARTICLES OF ORGANIZATION

OF

### JACKSON DEVELOPMENT COMPANY OF NORTHWEST FLORIDA, L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Act, do hereby adopt the following Articles of Organization for such company.

#### Article I Name

The name of the limited liability company, hereinafter referred to in these Articles as "Jackson Development Company of Northwest Florida, L.L.C.," herein referred to as the "Company."

#### Article II Address

The Company's mailing address is Post Office Box 561, Gulf Breeze, Florida 32562, and street address of its principal place of business in Florida is 423 Surrey Drive, Gulf Breeze, Florida 32561, 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 III Duration/Continuation

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

#### Article IV Purpose

The general purpose for which the Company is organized is to develop and remodel real estate including but not limited to unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

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**Article V  
Management**

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The name and address of the managing members are as follows:

1. C. Gannon Jackson and Sarah M. Jackson, as Trustees of the Jackson Family Trust Agreement dated August 13, 2002, 423 Surrey Drive, Gulf Breeze, Florida 32561
2. Jack Brent McCain, 4176 Santa Rosa Drive, Pace, Florida 32571
3. Sammie Glenn Spelling, 6468 Cypress Street, Milton, Florida 32570

**Article VI  
Restrictions on Membership**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

**Article VII  
Powers**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

**Article VIII  
Regulations**

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

**Article IX  
Amendment to Articles**

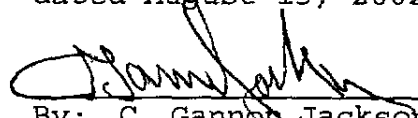
Any amendment to the Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such


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terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of the Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Jackson Family Trust Agreement  
dated August 13, 2002

  
By: C. Gannon Jackson, Trustee

  
By: Sarah M. Jackson, Trustee

  
Jack Brent McCain

  
Sammie Glenn Spelling

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND 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 agent and the registered office in the State of Florida.

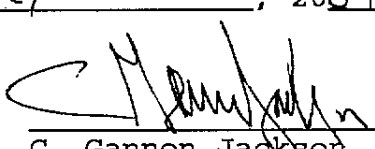
1. The name of the limited liability company is JACKSON DEVELOPMENT COMPANY OF NORTHWEST FLORIDA, L.L.C..

2. The name and address of the registered agent and registered office is:

C. Gannon Jackson  
423 Surrey Drive  
Gulf Breeze, Florida 32561

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 the 29<sup>th</sup> day of JANUARY, 2004.

  
C. Gannon Jackson  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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