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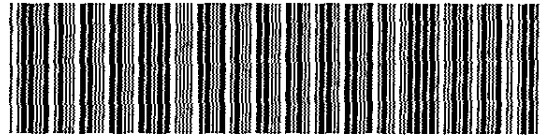
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Reviewer
Verifier

Acknowledgement

W. P. Verifier

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TALLAHASSEE, FLORIDA

HARRISON, RIVARD, ZIMMERMAN & BENNETT

CHARTERED
ATTORNEYS AND COUNSELORS AT LAW
PANAMA CITY, FLORIDA

WILLIAM G. HARRISON JR.
BO RIVARD
NEVIN J. ZIMMERMAN
DERRICK G. BENNETT

P. O. Box 12 32402
109 HARRISON AVENUE 32401
(850) 767-5955
FAX (850) 767-5953

March 22, 2004

Registration Section
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: BAY FORD BLOUNTSTOWN, LLC

Dear Sir or Madam:

Please find enclosed one original and one copy of Articles of Organization for Bay Ford Blountstown, LLC. Also enclosed please find a check to the Department of State in the amount of \$160.00. Please return a certified copy of the Articles of Organization and a Certificate of Status to Catherine Hester in the enclosed self-addressed, stamped envelope.

If you have any questions or need any additional information, please do not hesitate to contact us.

Sincerely,


Nevin J. Zimmerman

NJZ/ch

Enclosures

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Apr. 5. 2004 10:14AM

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HARRISON, RIVARD, ZIMMERMAN & BENNETT
CHARTERED
ATTORNEYS AND COUNSELORS AT LAW
PANAMA CITY, FLORIDA

WILLIAM B. HARRISON JR.
BO RIVARD
NEVIN J. ZIMMERMAN
DERRICK G. BENNETT

P. O. BOX 12 32402
420 W. BEACH DRIVE 32401
(850) 769-7714
FAX (850) 769-7715

FACSIMILE TRANSMITTAL SHEET

TO:	FAX NUMBER:
Diane/Division of Corporations	850-410-1015
DATE:	TIME:
April 5, 2004	11:17 AM
FROM:	TOTAL NO. OF PAGES INCLUDING COVER
Catherine S. Hester	2
RE:	SENT BY:
Bay Ford Blountstown, LLC	
<input type="checkbox"/> URGENT <input type="checkbox"/> FOR REVIEW <input type="checkbox"/> PLEASE COMMENT <input type="checkbox"/> PLEASE REPLY <input type="checkbox"/> FOR YOUR INFORMATION	

MESSAGE: As we discussed, please pull page 3 of the Articles of Organization for Bay Ford Blountstown, LLC and replace it with the attached. Please call me at 850-769-7714 with any questions. I greatly appreciate your assistance with this matter.

Regards,
Catherine Hester

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U. S. POSTAL SERVICE. THANK YOU.

If problems with transmission occur, please call 850-769-7714

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FLORIDA
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ARTICLES OF ORGANIZATION
OF
BAY FORD BLOUNTSTOWN, LLC, a Limited Liability Company

The undersigned 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 liability companies for profit. We further declare that the following Articles and the Operating Agreement of the company dated the date hereof shall serve as the authority for the conduct of business of the limited liability company.

ARTICLE I
Name and Principal Place of Business

The name of the limited liability company shall be Bay Ford Blountstown, LLC, and its principal office and mailing address shall be located at 17178 Main Street, Blountstown, Florida 32424, County of Calhoun, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
Duration, Purposes and Powers

The limited liability company shall be created on the day these articles are filed, and shall continue perpetually, unless dissolved as provided Article VIII of the Operating Agreement for the limited liability company. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes Annotated.
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 set forth in these Articles 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 or any of the business, good will, rights, assets, and liabilities 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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TALLAHASSEE, FLORIDA

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies 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 set forth in these Articles, 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. 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 limited liability company, 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 contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III Exercise of 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 this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV Management

This limited liability company shall be managed by George Gainer, as manager. The name and address of the person who shall serve as manager until his successor is elected and qualified is as follows: George Gainer, 641 West Fifteenth Street, Panama City, FL 32401. Successor managers shall be reserved to its members, whose names and addresses are as follows:

Braxton Greer
2926 North Slappey Boulevard
Albany, GA 31701

Leon Daggs
4060 S. Ferdon Blvd.
Crestview, FL 32536

George Gainer
641 West Fifteenth Street
Panama City, FL 32401

ARTICLE V Membership Restrictions

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 limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members; provided, however, that 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 purchase such terminating member's share of the business as further set forth in the Operating Agreement and continue the business.

ARTICLE VI Capital Contributions

Capital contributions in the total amount of One Hundred Thousand Dollars (\$100,000) cash shall be paid to the limited liability company by all member with Leon Daggs contributing Fifty-One Thousand Dollars (\$51,000) or fifty-one percent (51%), George Gainer contributing Twenty-Four Thousand Five Hundred Dollars (\$24,500) or twenty four and one-half percent (24.5%), and Braxton Greer contributing Twenty-Four Thousand Five Hundred Dollars (\$24,500) or twenty four and one-half percent (24.5%) (The "Original Contributions"). Additional contributions will be made as required for investment purposes, as determined by the members. Members will make subsequent contributions in the same ratio as the Original Contributions.

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ARTICLE VII
Profits and Losses

(a) Profit Sharing. 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, and provided that after such distribution, the value of the remaining assets exceeds the amount of its liabilities other than for contributed capital. Each member shall be entitled to the distributive share of the profits specified as follows: fifty-one percent (51%) to Leon Daggs, twenty four and one-half percent (24.5%) to George Gainer and twenty four and one-half percent (24.5%) to Braxton Greer. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being March 23, 2004.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members in the following shares: fifty-one percent (51%) to Leon Daggs, twenty four and one-half percent (24.5%) to George Gainer and twenty four and one-half percent (24.5%) to Braxton Greer.

ARTICLE VIII
Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 109 Harrison Avenue, Panama City Beach, Florida 32401, and the name of the company's initial registered agent at that address is Harrison, Rivard, Zimmerman & Bennett, Chartered, Attention: Nevin J. Zimmerman.

[Signature Pages Follow]

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MAR 24 P 12:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of Bay Ford Blountstown, LLC.

Executed by the undersigned at on March 28, 2004

Peta Pyle
Witness

J. Lewis
Witness

Jennifer R. Ramey
Witness

W. S. S.
Witness

Leon Daggs
Leon Daggs

George Gainer
George Gainer

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Witness

Braxton Greer

Witness

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the Articles of Organization of Bay Ford Blountstown, LLC.

Executed by the undersigned at on March 23, 2004.

Witness

Leon Daggs

Witness

Witness

7 Datto

Witness

George Gaiper

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TALLAHASSEE, FLORIDA

Rebecca Bruce
Witness

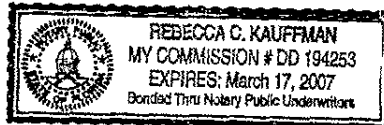
Witness

Braxton Greer

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 16 day of March, 2004, by Leon Daggs, who is personally known to me or who produced _____ as identification.

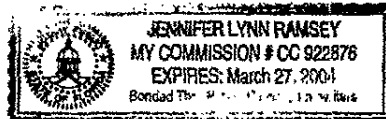
Rebecca C. Kauffman
Notary Public



STATE OF Florida
COUNTY OF Bay

The foregoing instrument was acknowledged before me this 23rd day of March, 2004, by George Gainer, who is personally known to me or who produced _____ as identification.

Jennifer Lynn Ramsey
Notary Public



STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of March, 2004, by Braxton Greer, who is personally known to me or who produced _____ as identification.

Notary Public

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of March, 2004, by Leon Daggs, who is personally known to me or who produced _____ as identification.

Notary Public

STATE OF Florida
COUNTY OF Bay

The foregoing instrument was acknowledged before me this 33rd day of March, 2004, by George Gainer, who is personally known to me or who produced _____ as identification.

Jennifer Lynn Ramsey
Notary Public



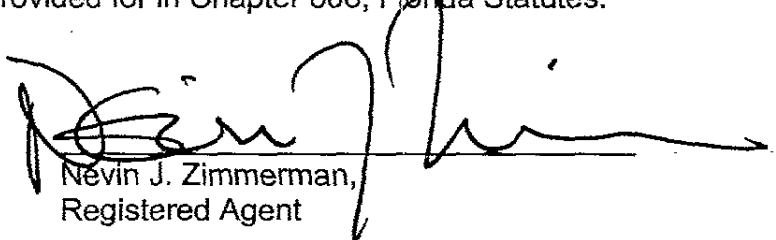
STATE OF GA
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 17th day of March, 2004, by Braxton Greer, who is personally known to me or who produced _____ as identification.

Jackie B. Duncan
Notary Public

NOTARY PUBLIC - GEORGIA
JUNE 20, 2005

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 Chapter 608, Florida Statutes.


Nevin J. Zimmerman,
Registered Agent

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TALLAHASSEE, FLORIDA