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**ARTICLES OF ORGANIZATION
OF
HIGH COTTON OF SEAGROVE, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I

NAME

The name of the Limited Liability Company is: **HIGH COTTON OF SEAGROVE, LLC.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Limited Liability Company is: 91 Trae Lane, Seagrove Beach, FL 32459.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Limited Liability Company is: 91 Trae Lane, Seagrove Beach, FL 32459. The name of the initial registered agent is Clifford A. Rutledge.

ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed Limited Liability Company. All documents executed on behalf of the Limited Liability Company need only be signed by one of the managers. All third parties may rely on documents executed by one of the managers as binding the Limited Liability Company. The initial managers of the Company may be replaced, and additional managers may be added by a vote of the members as more fully set forth in the operating agreement for the Limited Liability Company. The initial managers are: Clifford A. Rutledge.

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ARTICLE V

MEMBERS

The initial Members of the Limited Liability Company are: Clifford A. Rutledge, Fred S. Willis, M.D., and Christopher Willis.

ARTICLE VI

LIMITED LIABILITY

The members and managers of the Limited Liability Company shall have limited liability as provided for in the operating agreement and the applicable provisions of the Florida Limited Liability Act.

ARTICLE VII

INDEMNIFICATION

The Limited Liability Company shall indemnify the members and managers of the Limited Liability Company to fullest extent provided by law including, without limitation, the provisions of the operating agreement and the provisions of the Florida Limited Liability Act.

ARTICLE VIII

DISSOLUTION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, the Limited Liability Company shall be terminated unless the remaining members unanimously agree to continue the business of the Limited Liability Company.


ARTICLE IX

TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns capital contributions, but may not assign any of the rights to participate in the management to be a member of the Limited Liability Company unless prior written consent is obtained by transferor from all the remaining members.

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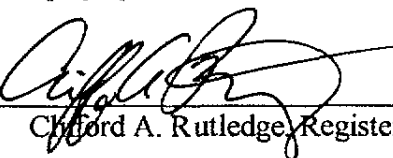
IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization as member and manager and acknowledged it to be my act this 12 day of April, 2004. In accordance with section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

By: 
Clifford A. Rutledge, Member and Manager

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated Limited Liability Company at the place designated in the Articles of Organization for High Cotton of Seagrove, LLC, which is as follows: 91 Trac Lane, Seagrove Beach, FL 32459. 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 under Chapter 608, Florida Statutes.

In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

By: 
Clifford A. Rutledge, Registered Agent

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