

L04000044539

2004 JUN -8 P 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

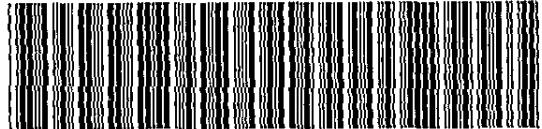
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Law Offices of
Anthony, Berry, DiRito & Goode LLP

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333 First Street North, Suite 305
Jacksonville Beach, Florida
32250-6939
Tel 904.247.1755
Fax 904.247.1669

Four Sawgrass Village, Suite 230b
Ponte Vedra Beach, Florida
32082-3087
Tel 904.285.4529
Fax 904.285.5336

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Malcolm Anthony
Michael L. Berry, Jr.
Vincent J. DiRito
Bryan C. Goode III •

* Please reply to
Jacksonville Beach office
bgoode@pontevedralaw.com

May 26, 2004

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Organization of PA Conway, LLC

Dear Sirs:

Enclosed are the original and one copy of the executed articles of organization for the above referenced limited liability company along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is a check in the amount of \$125.00 payable to the Florida Department of State to cover the applicable filing fees.

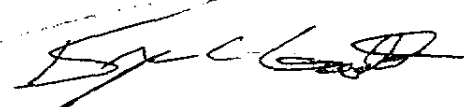
Please send your letter confirming the organization to:

PA Conway, LLC
c/o Bryan C. Goode III, Esq.
Anthony, Berry, DiRito & Goode, LLP
333 First Street North, Suite 305
Jacksonville Beach, FL 32250

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY, DiRITO & GOODE LLP



Bryan C. Goode III



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 3, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANTHONY, BERRY, DIRITO & GOODE LLP
333 FIRST STREET NORTH
SUITE 305
JACKSONVILLE, FL 32250-6939

SUBJECT: PA CONWAY, LLC
Ref. Number: W04000021469

We have received your document for PA CONWAY, LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 204A00038132

**ARTICLES OF ORGANIZATION
FOR
PA CONWAY, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I
(Name)**

The name of the limited liability company is PA Conway, LLC ("the Company").

**ARTICLE II
(Address)**

The principal office and street mailing address of the Company will be located at 2818 Coastal Highway, St. Augustine, FL 32084.

**ARTICLE III
(Duration and Continuation)**

The Company shall have perpetual existence, commencing upon May 25, 2004, or such other date no more than five (5) days prior to the filing of these Articles of Organization with the Florida Department of State, whichever is later.

**ARTICLE IV
(Purpose)**

The general purpose of the Company and the nature of the business to be transacted by the Company are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a Company may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE V
(Registered Agent and Office)**

The street address of the initial registered office of this Company is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250, and the name of the initial registered agent of this Company at that address is Bryan C. Goode III, P.A.

**ARTICLE VI
(Additional Members)**

Additional members may be admitted as provided in the Operating Agreement of the

Company.

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ARTICLE VII
(Members' Rights to Continue Business)

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The right, if given, of the remaining members of the Company to continue the business of the Company in the event of 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 Company will be as provided in the Operating Agreement of the Company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
(Members' Preemptive Rights)

All members shall have preemptive rights with respect to any units by the company subsequent to the date on which such member purchased his or her units. The preemptive right of each individual member shall entitle such member to purchase a percentage of the units to be issued by the company such that his or her proportionate ownership interest in the company will remain the same.

ARTICLE IX
(Management)

The Company affairs will be conducted, carried on, and managed by one (1) or more members and is therefore a member-managed company. The manager will have the obligations and responsibilities described in the Operating Agreement of the Company. The name(s) of the initial member-manager(s) is/are: Patricia A. Conway, Paul L. Gruenther. The manager(s) will serve in that capacity until removed by the members or until his or her successor(s) is/are duly elected and qualified.

APPOINTMENT OF REGISTERED AGENT

The undersigned, PA CONWAY, LLC, a Florida limited liability company, with its principal offices in St. Johns County, Florida, hereby appoints Bryan C. Goode III, P.A. as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 333 First Street North, Suite 305, Jacksonville Beach, FL 32250.

Dated: May 25, 2004.

PA CONWAY, LLC

By: Paul L. Gruenther
Paul L. Gruenther
Authorized Representative

ACKNOWLEDGMENT OF APPOINTMENT

TO: PA CONWAY, LLC

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 statutory registered agent of the above company 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.

May 25, 2004.

Bryan C. Goode III, P.A.


Bryan C. Goode III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOR
PA CONWAY, LLC**

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PA CONWAY, LLC

By: Paul L. Gruenther
Paul L. Gruenther
Authorized Representative

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May 25, 2004.

Bryan C. Goode III, P.A.


Bryan C. Goode III