

L04000049018

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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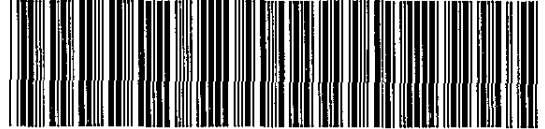
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 785288

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : June 30, 2004

ORDER TIME : 11:19 AM

ORDER NO. : 785288-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq  
Gray, Ackerman & Haines, P.a.

Suite 1  
125 Ne First Avenue  
Ocala, FL 34470-6675

DOMESTIC FILING

NAME: SPRUCE CREEK COMMERCIAL  
PROPERTIES, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

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04 JUN 30 PM 5:32  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
*Patricia Pigute*

**ARTICLES OF ORGANIZATION  
FOR  
SPRUCE CREEK COMMERCIAL PROPERTIES, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.  
NAME**

The name of the Limited Liability Company is "*Spruce Creek Commercial Properties, LLC*" (the "*Company*").

**ARTICLE II.  
ADDRESS**

The mailing address and street address of the principal office of the Company is 1700 SE 17<sup>th</sup> Street, Suite 300, Ocala, Florida 34471.

**ARTICLE III.  
DURATION**

The period of duration for the Company shall be perpetual unless the Company is earlier dissolved in accordance with either the provisions of the *Florida Limited Liability Company Act*, Sections 608.401 through 608.514 of the *Florida Statutes Annotated* (the "*Act*") or the Company's Operating Agreement among the members (the "*Operating Agreement*").

**ARTICLE IV.  
MANAGEMENT**

The Limited Liability Company is to be managed by a manager.

**ARTICLE V.  
PURPOSE**

The purpose for which the Company is being organized is to acquire and develop, whether in its own capacity or as a joint venture partner, commercial real property, including for office, retail or other commercial uses, and thereafter to manage the same, and ultimately to resell the same, and to transact any other lawful business approved by the members of the Company and for which a limited liability company may be formed under the laws of the State of Florida.

**ARTICLE VI.  
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the Company to continue the business on 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 in the Company shall be

ARTICLES OF ORGANIZATION  
FOR  
SPRUCE CREEK COMMERCIAL PROPERTIES, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

Page 2 of 2

upon the consent of all of the remaining members in accordance with the terms and conditions of the Operating Agreement to continue the business of the Company, provided that there is at least one (1) remaining member.

**ARTICLE VII.  
AMENDMENTS**

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by the Act.

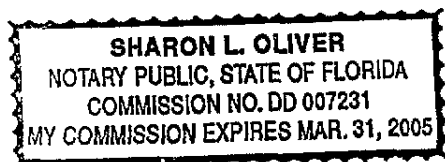
IN WITNESS WHEREOF, the undersigned, being one of the members of the Company, has hereunto set his hand this 28<sup>th</sup> day of June, 2004.

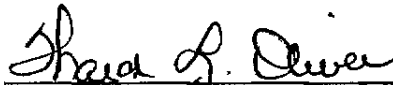
  
\_\_\_\_\_  
ROY T. BOYD III

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing ARTICLES OF ORGANIZATION was acknowledged before me by ROY T. BOYD III, as a member of the above named limited liability company, who is personally known to me.

Dated: this 28 day of June, 2004.



  
Print Name: Sharon L. Oliver  
Notary Public, State of Florida  
Commission number \_\_\_\_\_  
Commission expires \_\_\_\_\_

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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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 OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: *Spruce Creek Commercial Properties, LLC.*
2. The name and address of the registered agent and office is:

Brian Snow Boyd  
1700 SE 17<sup>th</sup> Street, Suite 300  
Ocala, FL 34471

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.

*Brian Snow Boyd*  
BRIAN SNOW BOYD

Date: June 28, 2004