

AUG-03-04 TUE 12:25 PM

Division of Corporations

**L04000057662**

Page 1 of 1  
**FILED**

Florida Department of State  
Division of Corporations  
Public Access System

2004 AUG -3 A 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H04000159551 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

RECEIVED

04 AUG -3 PM 12:59

DIVISION OF CORPORATIONS

Division of Corporations  
Fax Number : (850) 205-0383

Account Name : BROAD AND CASSEL (ORLANDO)  
Account Number : 119980000090  
Phone : (407) 839-4200  
Fax Number : (407) 839-4264

**LIMITED LIABILITY COMPANY**

**B&D Development, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing

Public Access Help

Florida Dept. of State <sup>Electronic Filing</sup>  
 Facsimile Audit No. H040001595513

**ARTICLES OF ORGANIZATION**  
**OF**  
**B&D DEVELOPMENT, LLC**

2004 AUG -3 A 11:12  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

The undersigned, acting as the organizer of B&D DEVELOPMENT, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I - Name:**

The name of the limited liability company is B&D DEVELOPMENT, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 4013 Acoma Drive, Ormond Beach, Florida 32174.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by Managers. The Managers shall be elected as described in the Operating Agreement.

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

Florida Dept. of State Electronic Filing  
Facsimile Audit No. HO40001595513  
**FILED**

**ARTICLE VII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

2004 AUG 11 12  
FLORIDA DEPT. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IX - Indemnification:**

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

**ARTICLE X - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, 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.

Florida Dept. of State Electronic Filing  
Facsimile Audit No. HO40001595513

AUG-03-04 TUE 12:25 PM

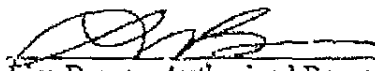
FAX NO.

P. 04/05

Florida Dept. of State Electronic Filing

Facsimile Audit No. HDH0001595513

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization as of this 3<sup>rd</sup> day of August, 2004.



\_\_\_\_\_  
Lisa Brown, Authorized Representative

**FILED**  
2004 AUG - 3 A 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG-03-04 TUE 12:25 PM

FAX NO.

P. 05/05

Florida Dept. of State Electronic Filing  
Facsimile Audit No. H040001595513

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 B&D Development, LLC
2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc.  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801.

FILED  
2004 AUG -3  
STATE OF FLORIDA  
DEPT. OF STATE

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.

B&C CORPORATE SERVICES OF CENTRAL  
FLORIDA, INC.

By: Holly Haworth  
Name: Holly Haworth  
Title: Vice President

Dated this 3<sup>rd</sup> day of August, 2004.