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08/18/04--01012--009 **78.75

08/30/04--01065--005 **76.25

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DIVISION OF CORPORATIONS
04 AUG 30 AM 8:38
08/31/04

ROBERT B. WALLACE

Attorney at Law

3805 University Boulevard West
Jacksonville, Florida 32217

Telephone (904) 733-5190
Fax (904) 733-9602

August 16, 2004

Corporate Records Bureau
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

Dear Sirs:

I am sending to your office Articles of Incorporation. Pursuant to Florida Statutes, I am enclosing \$78.75. Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,

Robert Wallace

Robert B. Wallace
Attorney at Law

RBW/dlc
Enclosures

W04-31649

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 19, 2004

ROBERT B. WALLACE
ATTORNEY AT LAW
3805 UNIVERSITY BOULEVARD WEST
JACKSONVILLE, FL 32217

SUBJECT: DIXIE DIRT HOLDINGS, LLC
Ref. Number: W04000031649

We have received your document for DIXIE DIRT HOLDINGS, LLC and check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$76.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 704A00051176

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ARTICLES OF ORGANIZATION

OF

DIXIE DIRT HOLDINGS, LLC

The undersigned are natural persons competent to contract and hereby form a Limited Liability Company under the Florida Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this Limited Liability Company is DIXIE DIRT HOLDINGS, LLC and its principal office is located at 5018 San Jose Blvd., Jacksonville, FL 32207, and its mailing address is P.O. Box 8322 Fernandina Beach, Florida 32035.

ARTICLE II. DURATION

This Limited Liability Company shall exist for a period of ten years beginning on the date of execution of these articles.

ARTICLE III. PURPOSE

This Limited Liability Company is organized for the purpose transacting any or all lawful business.

ARTICLE IV. POWERS

This Limited Liability Company shall have all and singular the following powers:

To invest the funds of the Limited Liability Company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of the Limited Liability Company's business.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, corporation, or Limited Liability Company, and to carry on any business which this Limited Liability Company has the direct or incidental authority to pursue.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a thrift and savings plan, or (4) other retirement or incentive compensation plan.

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To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Limited Liability Company enumerated in these Articles of Organization, or any amendment to it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Limited Liability Company.

To have, in furtherance of the organization's purpose, all of the powers conferred upon Limited Liability Companies organized under the Florida Limited Liability Company Act subject to any limitations contained in these articles of organization.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members with a majority vote or consent of the Members required to take action.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VII. MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right 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 Limited Liability Company. Such right shall be exercised by the written consent of all remaining members within 90 days after the date of occurrence of any event which terminates this Limited Liability Company.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Limited Liability Company is 5018 San Jose Blvd., Jacksonville, Florida 32207 and the name of the initial registered agent of this Limited Liability Company at that address is Gregory C. Nysewander. The members shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE IX. REGULATIONS

The members of this Limited Liability Company shall have the sole power to adopt, amend or repeal regulations for the management of this Limited Liability Company.

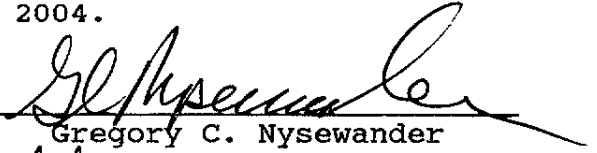
ARTICLE X. AMENDMENT

These Articles of Organization may be amended in the manner

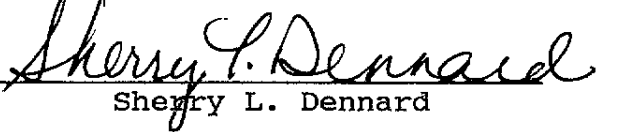
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by law.

IN WITNESS WHEREOF the undersigned members have executed these
Articles of Organization on July 31, 2004.



Gregory C. Nysewander



Sherry L. Dennard

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA

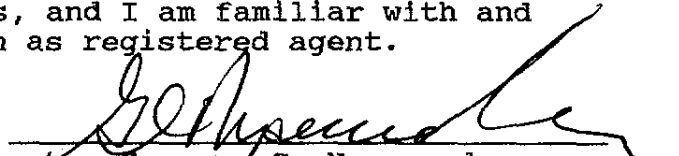
1. The name of the Limited Liability Company is DIXIE DIRT HOLDINGS, LLC
2. The name and address of the registered agent and office is:

Gregory C. Nysewander

located at: 5018 San Jose Blvd.
Jacksonville, Florida 32207

ACKNOWLEDGEMENT:

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.


Gregory C. Nysewander

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