

LOS 00000 3989

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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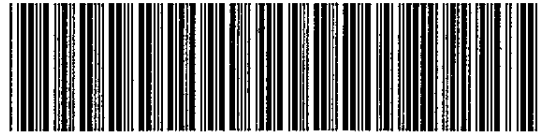
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BILL E. PARKER

*Attorney at Law*

*Post Office Box 1131  
Crestview, Florida 32536  
(850) 682-4820*

January 4, 2005

Secretary of State  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

RE: ORANGE BEACH LIMITED, LLC

Gentlemen:

Enclosed is a check in the amount of \$125.00, which includes \$100.00 for the filing fee, \$25.00 for the registered agent fee. Please return the enclosed copy with filing date stamped.

Thank you.

Very truly yours,

  
Bill E. Parker

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TALLAHASSEE, FLORIDA

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BEP/db  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
ORANGE BEACH LIMITED, LLC**

The undersigned, acting as organizers of a limited liability company do hereby adopt the following Articles of Organization for such limited liability company within the State of Florida:

**ARTICLE ONE**

The name of the limited liability company is: ORANGE BEACH LIMITED, LLC. The county within this state in which the office will be located is: OKALOOSA.

**ARTICLE TWO**

The duration of this Company shall be perpetual unless terminated earlier pursuant to Chapter 608., Florida Statutes.

**ARTICLE THREE**

The purpose for which the Company is organized is the transaction of any law business for which limited liability companies may be organized under the laws of the State of Florida.

**ARTICLE FOUR**

The address of the Company's initial registered office in the State of Florida is:  
110 Beech Street, P.O. Box 966, Crestview, Florida 32536 and the name and address of its initial registered agent at that address is: Walter T. Parker, Jr.

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## ARTICLE FIVE

The powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of one or more managers. The number and the classes and qualifications of managers shall be fixed from time to time. The name and address of the person who is to serve as the initial manager until the first annual meeting of members or until his successor is duly elected is:

WALTER T. PARKER, JR.  
110 Beech Street  
P.O. Box 966  
Crestview, Florida 32536

## ARTICLE SIX

Except as and to the extent the regulations specifically provide otherwise, a member or manager shall not be liable for the debts, obligations or liabilities of the Company including under a judgment, decrees or order of a court. A manager shall not be personally liable to the Company or any of its members for any monetary damages for any act or omission in his capacity as a manager except to the extent otherwise expressly provided by statute. Any repeal or modification of this Article or the regulations shall be prospective only, and shall not adversely affect the limitation of the personal liability of a manager or member of the Company at the time of the repeal or modification.

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## ARTICLE SEVEN

The regulations of this Company may establish one or more classes or groups of one or more members having the relative rights, powers, and duties, including voting rights, and may provide for the future creation of additional classes or groups of members having the relative

rights, powers, and duties, expressed either in the regulations or at the time or creation of such classes or groups of members. The rights, powers, or duties of a class or group of members may be senior to those of one or more existing classes or groups of members.

#### **ARTICLE EIGHT**

Cumulative voting in the election of managers is not provided for in these articles and is not permitted.

#### **ARTICLE NINE**

Except as expressly provided in the regulations, no member shall by reason of holding a unit or other membership interest in the Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the Company, or any right to subscribe to or acquire any additional or greater membership interest in the Company (or any security of the Company convertible into or carrying such a right.)

#### **ARTICLE TEN**

The regulations of this company may provide that any action required or permitted to be taken at a meeting of members may be taken without a meeting if a written consent there to shall be signed by members entitled to vote thereon having not less than the minimum number of votes that would be necessary to take such action at a meeting.

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### ARTICLE ELEVEN

The power to adopt, alter, amend or repeal the regulation of the Company shall be vested in the manager or managers of the Company, subject to any power expressly vested by the regulations in the members to adopt, alter, amend or repeal the regulations.

### ARTICLE TWELVE

The Articles of Organization may be amended from time to time as provided by Section 608.411, Florida Statutes.

### ARTICLE THIRTEEN

The name and address of the organizer is:

WALTER T. PARKER, JR.  
110 Beech Street  
P.O. Box 966  
Crestview, Florida 32536

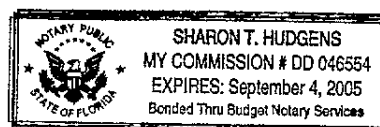
IN WITNESS WHEREOF, the undersigned organizer has hereunto set his hand this

24th Day of January, 2005.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 24th Day of January, 2005, by WALTER T. PARKER, JR., who has produced \_\_\_\_\_ As identification or is personally known to me and who did not take an oath.

  
Notary Public



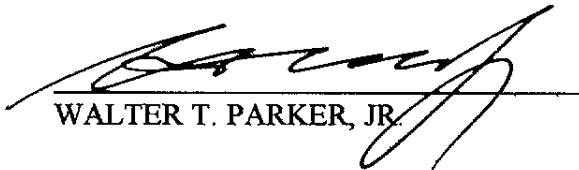
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**ORANGE BEACH LIMITED, LLC**

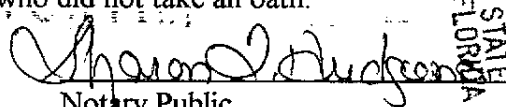
**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above corporation in the State of Florida, I hereby consent to act in this capacity, and agree to comply with the provision of the law relative to keeping open said office.

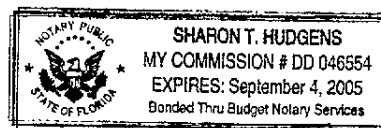
  
WALTER T. PARKER, JR.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 2/4<sup>th</sup> Day  
January, 2005, by WALTER T. PARKER, JR., who has produced \_\_\_\_\_  
identification or is personally known to me and who did not take an oath.

  
Notary Public

My Commission Expires:



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A  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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