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# Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

Fax Number : (850)617-6383

Account Name

: WELTON & WILLIAMSON P.A.

Account Number : I19990000108

: (850)682-2120

Fax Number

: (850)689-0706

# LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

CLAY SAINTS, LLC

| Certificate of Status | 0       |
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8/18/2008

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# RESTATED ARTICLES OF ORGANIZATION OF CLAY SAINTS, LLC

The undersigned, pursuant to § 608.411 files these Restated Articles of Organization and sets forth the following:

FIRST:

The Articles of Organization were filed on January 27, 2005 and assigned document

number L05000008805.

SECOND:

is:

The entire Articles of Organization are Restated at follows:

### ARTICLE ONE

Name

The name of the Limited Liability Company is:

CLAY SAINTS, LLC

# ARTICLE TWO

Purpose



The purpose of this Limited Liability Company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

# ARTICLE THREE Address of Principle Office

The physical and mailing address of the registered office of the Limited Liability Company

1338 N. Ferdon Blvd Crestview, Florida 32536

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# ARTICLE FOUR Registered Agent

The name and address of the registered agent of the Limited Liability Company is:

Welton & Williamson, LLC

1020 Ferdon Blvd. South

Crestview, Florida 32536

# ARTICLE FIVE Term

Term of this Limited Liability Company shall be perpetual.

# ARTICLE SIX Membership Units

The Limited Liability Company is authorized to issue a total of 100 membership units.

# ARTICLE SEVEN Members at Time of Formation

The name and address of the members at the time of formation and their respective membership units are as follows:

Debra M. Marshall, Managing Member

51 Membership Units

209 Westview Drive

Crestview, Florida 32536

James D. Marshall, Managing Member

49 Membership Units

209 Westview Drive

Crestview, Florida 32536

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#### ARTICLE EIGHT

#### Management and Officers

Management of the Limited Liability Company at the time of formation is reserved for the initial members, who shall both serve as Managing Members and whose names, address and titles are as follows:

Debra M. Marshall/ President

James D. Marshall/ Secretary

209 Westview Drive

209 Westview Drive

Crestview, Florida 32536

Crestview, Florida 32536

#### ARTICLE NINE

#### Admission of New Members

Individual members shall have no right to admit new members. New members can only be admitted upon the unanimous vote of the members.

With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

#### ARTICLE TEN

### Members Right to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue 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 as further set forth in the Regulations of the Limited Liability Company.

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#### ARTICLE ELEVEN

#### Limitations on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

## ARTICLE TWELVE

#### Regulations

Any Regulations (as defined in Section § 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

James D. Marshall, Managing Member

Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

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.

A. Wayne Williamson, Registered Agent

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Dated: 8-15-08, 2008

James D. Marshall, Authorized Representative

Filing Fee for Restated Articles: \$25.00

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