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CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 17 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BRENTWOOD PROPERTIES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

WILLIAM AKERS III
(Name of Person)

WILLIAM AKERS III, P.A.
(Firm/Company)

120 EAST GRANADA BLVD.
(Address)

ORMOND BEACH, FL 32176
(City/State and Zip Code)

For further information concerning this matter, please call:

WILLIAM AKERS at (386) 672-0420
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed) |
|---|---|---|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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2005 FEB 14 PM 2:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BRENTWOOD PROPERTIES, LLC

FILED
2005 FEB 14 PM 2:17
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608 (the "Act"), hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Brentwood Properties, LLC (hereafter referred to as the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is 887 Brentwood Drive, Daytona Beach, FL 32117.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in the Act, these Articles of Organization or the Operating Agreement of the Company made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida are Isaac W. Johnston, 887 Brentwood Drive, Daytona Beach, FL 32117.

ARTICLE V -- CAPTIAL CONTRIBUTIONS

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE VI -- PURPOSE OF BUSINESS

The purpose for which the Company is organized is to engage in the investment and management of real estate and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE VII -- MEMBERS

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in any Operating Agreement of the Company.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by a majority vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The name and address of the initial manager of the Company are:

NAME

ADDRESS

Isaac W. Johnston

887 Brentwood Drive, Daytona Beach, FL 32117

ARTICLE X -- INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ormond Beach, Florida, on February 9, 2005.

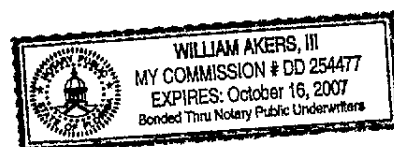


Isaac W. Johnston

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me this February 9, 2005, by Isaac W. Johnston, who is personally know to me.


Notary Public, State of Florida



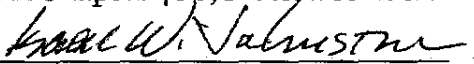
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415, Brentwood Properties, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Brentwood Properties, LLC.
2. The name and street address of the registered agent in Florida are:

Isaac W. Johnston
887 Brentwood Drive
Daytona Beach, FL 32117

The undersigned, being the person named in the articles of organization of Brentwood Properties, LLC, as the registered agent of this limited liability company, hereby accepts the appointment as registered agent simultaneously with the designation set forth in the articles of organization. The undersigned also consents to accept service of process for the above-stated company at the place designated in the articles of organization. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent as provided in Chapter 408, Florida Statutes.


Isaac W. Johnston
Registered Agent

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TALLAHASSEE, FLORIDA