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LIMITED LIABILITY COMPANY
 QUAIL RUN AT ECONFINA, LLC

Certificate of Status	1
Certified Copy	1
Page Count	756
Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION
OF
QUAIL RUN AT ECONFINA, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is Quail Run at Econfina, LLC.

ARTICLE II - PURPOSE

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

ARTICLE III - DURATION

The Company shall exist perpetually.

ARTICLE IV - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is
1809 St. Andrews Blvd., Panama City, FL 32405

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company are:

**Paul V. Sims
1809 St. Andrews Blvd.
Panama City, FL 32405**

THIS INSTRUMENT PREPARED BY:
Steven M. LaSota, Esq.
Fla. Bar No. 0769061
Barron, Redding, Hughes, Fite,
Fenson, Sanborn & Kiehn, P.A.
220 McKenzie Avenue
P.O. Box 2467
Panama City, FL 32402
(850) 785-7154

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ARTICLE VI - MEMBERSHIP

The Members may permit the admission of Additional Members, upon the unanimous consent of all Members of the Company.

ARTICLE VII - CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by its Members.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned member, constituting one of the initial Members of the Company, has executed these Articles of Organization on this 1st day of April, 2005.

Paul V. Sims
Paul V. Sims

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this day of April, 2005, by Paul V. Sims, who: (notary **must** check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(SEAL)

Laurie S. Cleghorn

 (Print Name)
 Notary Public
 Commission # _____
 My Commission Expires: _____

Laurie S. Cleghorn
 My Commission D0072874
 Expires December 25, 2005

THIS INSTRUMENT PREPARED BY:
Steven M. LaSota, Esq.
Fla. Bar No. 769061
Barron, Redding, Hughes, Fite,
Fenson, Sanborn & Kiehn, P.A.
220 McKenzie Avenue
Panama City, Fl. 32401
(850) 785-7454

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**STATEMENT OF ACCEPTANCE AND
DESIGNATION OF REGISTERED AGENT**

OF

QUAIL RUN AT ECONFINA, LLC.

STATE OF FLORIDA
COUNTY OF BAY

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Quail Run at Econfina, LLC.

The name of the registered agent for Quail Run at Econfina, LLC., is Paul V. Sims, and the street address of the agent is 1809 St. Andrews Blvd., Panama City, FL 32405.

This statement is to acknowledge that, as indicated above, Quail Run at Econfina, LLC., has appointed me, Paul V. Sims, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

REC'D
2005 APR -5 A 05H
STATE OF FLORIDA
TALLAHASSEE

THIS INSTRUMENT PREPARED BY:
Steven M. LaSota, Esq.
Fla. Bar No. 769061
Barron, Redding, Hughes, Pite,
Pensom, Sanborn & Kiehn, P.A.
220 McKenzie Avenue
Panama City, FL 32401
(850) 785-7454

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DATED this 1st day of April, 2005.

Paul V. Sims
Paul V. Sims
Registered Agent

The foregoing instrument was acknowledged before me this 1st day of April, 2005, by Mr. Paul V. Sims, agent on behalf of Quail Run at Leonfina, L.L.C., a Florida limited liability company, who:

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(SEAL)

Laurie S. Cleghorn
Laurie S. Cleghorn
(Print Name)

Notary Public
Commission # _____



Laurie S Cleghorn
My Commission DD072874
Expires December 25, 2005

My Commission Expires: _____

THIS INSTRUMENT PREPARED BY:
Steven M. LaSota, Esq
Fla. Bar No. 769061
Barron, Redding, Hughes, Fite,
Fenson, Sanborn & Kiehn, P.A.
220 McKenzie Avenue
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