

Florida Department of State
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LIMITED LIABILITY COMPANY

ST3 Ventures, LLC

Certificate of Status	1
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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
FOR
ST3 VENTURES, LLC**

THE UNDERSIGNED MEMBER hereby adopts the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

Company Name and Principal Office

The name of the limited liability company shall be ST3 Ventures, LLC (the "Company"), and the mailing and street address of the Company's principal office shall be located at 317 South Forest Dune Drive, St. Augustine, Florida 32080. However, the members shall have the power and authority to establish branch offices at any other place or places as they may so designate.

ARTICLE II

Management

The daily business of the Company shall be managed by its members and not by a manager; provided however, the members may from time to time unanimously designate in writing (the "Certificate of Authority") one member or employee as "Manager" for the express purpose of handling a specific business transaction under the following conditions:

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(a) third parties may only rely on such grant of authority to the extent they are provided with an original Certificate of Authority which has been properly executed by all Members in front of two witnesses and a notary;

(b) each Certificate of Authority shall expressly designate the specific property to which such authority extends and an expiration date.

To the extent a valid Certificate of Authority is presented, third parties shall rely on such written grant of authority without requirement of verification by the members and without fear of recourse against the third party, unless otherwise previously notified in writing of any member's revocation of authority. If properly designated as set forth hereinabove, the designated Manager shall have full authority to purchase, mortgage, encumber, pledge, lease and sell designated Company property including, without limitation, the following specific duties & authority:

(a) Negotiate and Agree to Contracts. A properly designated Manager shall have full authority to negotiate and agree to any terms necessary to purchase, acquire, lease, encumber, mortgage, sell or convey specifically designated Company real property, or any possession, interest, or right therein, including personal property located thereon, upon such terms as the Manager shall think proper; and

(b) Execute Documents Necessary to Exercise Authority. A properly designated Manager shall have full authority to make, endorse, accept, receive, sign, seal, execute,

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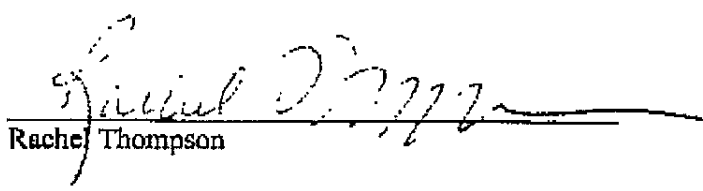
acknowledge and deliver any and all contracts, deeds, assignments, agreements, mortgages, security agreements, pledge agreements, affidavits, checks, notes, closing documents, bonds, vouchers, receipts and/or such other instruments in writing, of whatsoever kind and nature as may be necessary or proper with reference to the purchase, acquisition, lease, encumbrance, mortgage, sale or conveyance of Company property; and

(c) Accept and Direct Proceeds. A properly designated Manager shall have full authority to accept or direct distribution of the any and all proceeds from such sale, lease, mortgage or conveyance of the designated Company property.

ARTICLE III
Registered Agent and Office

The name of the Company's initial registered agent is Rachel Thompson, and the street and mailing address of the Company's initial registered office in Florida is 317 South Forest Dune Drive, St. Augustine, Florida 32080.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this 23^d day of May, 2005.


Rachel Thompson

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STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 23rd day of May, 2005, by Rachel Thompson, who did not take an oath and who (notary must check applicable box):

- ☒ is personally known to me.
☐ produced current driver's license(s) as identification.
☐ produced _____ as identification.



Johanna S. Davies
My Commission DD170208
Expires August 17, 2006

Johanna S. Davies
Notary Public

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent
for ST3 Ventures, LLC.

Rachel Thompson
Rachel Thompson

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