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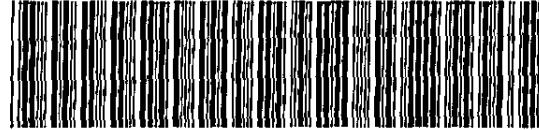
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JUN - 1 2005

The **Commerce Law Group,**
a professional limited company

1115 N.W. 13th Street
Gainesville, Florida 32601

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Tele: 352.378-4444

Fax: 352.378.4588

Via Fed Ex

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

May 19, 2005

re: H & G Land Acquisition, LLC

To whom it may concern:

On behalf of the above-referenced Florida limited liability company, we have enclosed one (1) executed original of the following document(s) for immediate filing:

- *Articles of Organization*

Please also provide us with one (1) certified copy of each of the original document(s) submitted herewith for filing. For your convenience we have enclosed one (1) true and accurate photocopy of each original for your use in providing that request.

In regard to the foregoing, we have enclosed one check made payable to the "Florida Department of State" in the amount of \$155.00 to cover the applicable filing fees (articles of organization (new filing)--\$100.00; registered agent fee--\$25.00; and certified copy--\$30.00).

Please call if you should have any questions. Thanks in advance.

Respectfully,



Rachel Bender,
Legal Assistant

Encl.

Articles of Organization
of
H & G LAND ACQUISITION, LLC

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DIXIE COUNTY CLERK
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this limited liability company shall be H & G LAND ACQUISITION, LLC (the "Company").

ARTICLE II: MAILING AND STREET ADDRESS

The Company's principal office location and mailing address shall be 1109 N.W. 13th Street, Gainesville, Florida 32601.

ARTICLE III: REGISTERED OFFICE AND AGENT

The registered office of the Company shall be 1115 N.W. 13th St., Gainesville, Florida 32601, and the Company's registered agent at that address shall be Daniel T. White, Esquire.

ARTICLE IV: DURATION OF COMPANY'S EXISTENCE; MEMBER
WITHDRAWAL, RESIGNATION AND TERMINATION

This Company shall have perpetual existence. No member of this Company may withdraw from this Company, except upon the affirmative action of all of the Company's members other than the member seeking to withdraw. No member of this Company may resign prior to the dissolution and winding up of this Company. Notwithstanding the foregoing, nothing contained in this Article shall prevent a person's termination as a member of this Company upon the suffering of an event described under Section 608.4237 of the Florida Limited Liability Company Act, as amended (the "Act") or its successor provision.

ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company choose to engage in business activities.

ARTICLE VII: ADDITIONAL MEMBERS

No person may be admitted as a member of or to this Company unless formally admitted through the affirmative action of not less than a majority-in-interest (as defined under the Act) of this Company's members, and then only in strict compliance with the terms and conditions governing any particular admission as may be set forth therein (as shall be hereby authorized and permitted) or any other applicable provision of this Company's articles of organization and/or operating agreement.

ARTICLE VIII: ASSIGNMENT OF INTEREST

Prior to the dissolution and winding-up of this Company, no interest in this Company of any kind whatsoever shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, or whether by any member of this Company or transferee or assignee who is not a duly admitted member, except upon the unanimous affirmative action of all of this Company's members other than the person seeking to so transfer or assign any such interest; and then only in strict compliance with the terms and conditions of transfer or assignment as may be set forth therein (as shall be hereby authorized and permitted) or any other applicable provision of this Company's articles of organization and/or operating agreement. Any transferee, assignee or other holder of any interest in this Company who shall not be a duly admitted member of or to this Company shall have no vested right, privilege or other entitlement to become or to be admitted as a member of this Company, except as in strict accordance with the manner provided herein. No transferee, assignee or other holder of any interest without being a duly admitted member of this Company shall have any right, privilege or entitlement to otherwise exercise any right or power of a member of this Company (including without limitation exercising any right or power to vote on any matter concerning any aspect of this Company's business or affairs on account of or with respect to any such interest) or, if otherwise allowable, to participate in the management of this Company's business and affairs. Nor shall any holder of any interest in or of this Company, without being a duly admitted member of this Company, have or possess any right, power or authority to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any such interest. Any attempt to so transfer or assign any interest in this Company, or grant or convey any such proxy, not permitted hereunder shall be void ab initio and without any force or effect.

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JULIA L. HALL
TALLAHASSEE, FLORIDA

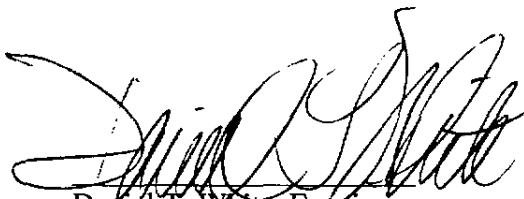
ARTICLE IX: AMENDMENT

This Company's articles of organization or operating agreement may only be amended pursuant to affirmative written action of a Majority-In-Interest of this Company's members. All amendments, alterations, revisions, restatements or repeals of this Company's operating agreement shall be consistent with its articles of organization then in effect; and in all events any and all amendments, alterations, revisions, restatements or repeals of or to either this Company's articles of organization or its operating agreement shall be in writing.

ARTICLE X: SEVERABILITY

In the event all or any portion of any provision of the Company's articles of organization is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforced to the fullest extent permitted by law.

Dated: May 19, 2005.



Daniel T. White, Esquire
Authorized Representative

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, H & G LAND ACQUISITION, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered agent: Daniel T. White, Esq.

Registered office: 1115 N.W. 13th St., Gainesville, Florida 32601

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.



Name: Daniel T. White, Esq.

Dated: May 19, 2005

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TALLAHASSEE, FLORIDA