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(Requestor's Name)

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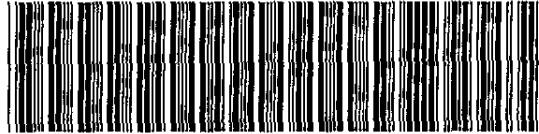
(Business Entity Name)

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Requester's Name	
STUART E. GOLDBERG	
ATTORNEY AT LAW	
P. O. BOX 12458	
TALLAHASSEE, FL 32317-2458	
City/State/Zip	Phone #

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 TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Phase II Developers, L.L.C.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

PHASE II DEVELOPERS, L.L.C.

The undersigned, under the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

Article I. Name

The name of this limited liability company is Phase II Developers, L.L.C. ("the Company").

Article II. Duration

Unless earlier terminated under the law or the Operating Agreement, the duration of the Company shall be perpetual.

Article III. Address of Principal Office

The street address of the principal office of the Company is 24 Planters Circle, Quincy, Florida 32352. The mailing address is 24 Planters Circle, Quincy, Florida 32352.

Article IV. Initial Registered Agent and Address

The name and street address of the initial registered agent of the Company is Stuart E. Goldberg, Esq., 2039 Centre Pointe Boulevard, Suite 201, Tallahassee, Florida 32308, .

Article V. Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or to become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

Article VI. Members' Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company, provided that all remaining members consent to the continuation and there is at least one remaining member.

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Article VII. Management

Management of the Company shall be reserved to the members. The name and address of the members of the Company are:

Paul S. Holmes
24 Planters Circle
Quincy, Florida 32352

Winston McFarland
1110 Magnolia Drive
Tallahassee, Florida 32301

Robert Love
729 Sargent Street
Quincy, Florida 32351

John Baker
1110 Magnolia Drive
Tallahassee, Florida 32301

Clarence Harris
878 Angela Drive
Tallahassee, Florida 32305

James Pryor
Post Office Box 475
Madison, Florida 32341

Hayes Robinson
723 Orange Street
Chipley, Florida 32428

Ralph Ferrell
10016 Leafwood Drive
Tallahassee, Florida 32312

Andrie McNair
502 2nd Street N.E.
Havana, Florida 32333

C. J. Frison
813 Campbell Street
Tallahassee, Florida 32310

Noland Swain
95 Tillman Road
Quincy, Florida 32352

Article VIII. 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 possible under the law.

Under penalties of perjury, I, Paul S. Holmes, declare that I have read the foregoing Articles of Organization and the facts stated in it are true.

Signed at Tallahassee, Leon County, Florida, on the 6 day of July, 2005.


Paul S. Holmes, Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes (2003), the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is Phase II Developers, L.L.C.
2. The name and address of the registered agent and office is Stuart E. Goldberg, Esq., 2039 Centre Pointe Boulevard, Suite 201, Tallahassee, Florida 32308.

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed at Tallahassee, Leon County, Florida, on the 6 day of July, 2005.



Stuart E. Goldberg