

U05000068418

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies

1

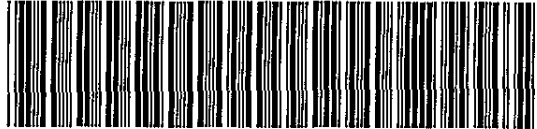
Certificates of Status

Special Instructions to Filing Officer:

7/6

FL LC

Office Use Only



600056968486

07/06/05--01050--014 \*\*155.00

M. HODGES

05 JUL 2005 11:11

# JohnstonBarton

Lance J. Wilkerson

Direct Dial: (205) 458-9460  
Email Address: LJW@jbpp.com

---

Johnston Barton Proctor & Powell LLP  
2900 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203  
Telephone: (205) 458-9400  
Fax: (205) 458-9500

[www.johnstonbarton.com](http://www.johnstonbarton.com)

July 5, 2005

## VIA FEDERAL EXPRESS OVERNIGHT

Florida Department of State  
Division of Corporations  
Corporate Filings  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Beachnest Partners, LLC**

Dear Sir or Madam:

*Enclosed for filing please find the following:*

1. The original and one (1) copy of Articles of Organization of Beachnest Partners, LLC.
2. Check in the amount of \$155.00 to cover the filing fee and a certified copy of the Articles of Organization.
3. Self-addressed stamped envelope for returning the certified copy of the Articles of Organization.

Please direct any questions regarding this matter to the following:

R. A. Ferguson, Esq.  
Johnston Barton Proctor & Powell LLP  
2900 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203  
Telephone: (205) 458-9455

Florida Department of State  
Division of Corporations  
July 5, 2005  
Page 2

---

Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "L. J. Wilkerson", with a long horizontal flourish extending to the right.

Lance J. Wilkerson

LJW/jbe

Enclosures

cc: Mr. Mark L. Marlow

THIS DOCUMENT PREPARED BY:  
R. A. Ferguson III  
Johnston Barton Proctor & Powell LLP  
2900 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203-2618

STATE OF FLORIDA                     )  
  )  
COUNTY OF WALTON                 )

**ARTICLES OF ORGANIZATION**  
  
**OF**  
  
**BEACHNEST PARTNERS, LLC**

The undersigned, for the purpose of forming a limited liability company under Section 608.401 et seq., as amended (the "Florida Limited Liability Company Act"), hereby files the following Articles of Organization with the Florida Department of State:

**ARTICLE I**  
**NAME**

The name of this limited liability company (the "Company") shall be: "Beachnest Partners, LLC."

**ARTICLE II**  
**DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or its Operating Agreement.

05 JUN -6 PM 2:53

**ARTICLE III**  
**PURPOSE**

The nature of the business of the Company and its object, purpose and power is to carry on any lawful business whatsoever that is calculated, directly or indirectly, to promote the interest of the Company.

**ARTICLE IV**  
**REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Company shall be 114 Logan Lane, Suite 1B, Santa Rosa Beach, Florida 32459, and its registered agent at such address shall be Mark L. Marlow.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 114 Logan Lane, Suite 1B, Santa Rosa Beach, Florida 32459.

**ARTICLE VI**  
**INITIAL MEMBERS**

The names and addresses of the initial members (the "Members") of the Company are:

**MEMBER**

**ADDRESS**

Mark L. Marlow - MGRM

3880 Highway 30A  
# 104  
Santa Rosa Beach, Florida 32459

Peter F. Kern - MGRM

P.O. Box 1269  
Pelham, Alabama 35124

**ARTICLE VII**  
**ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members in the manner provided in the Company's Operating Agreement.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Florida or these Articles.

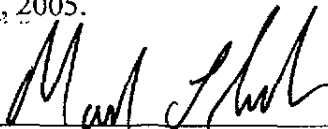
**ARTICLE IX**  
**CONTINUATION UPON CESSATION OF MEMBER**

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one (1) or more Members or (ii) the legal existence and business of the Company is continued and one (1) or more Members are appointed in the manner stated in the Operating Agreement.

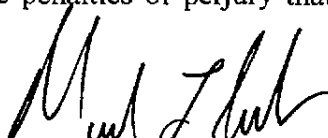
**ARTICLE X**  
**MANAGEMENT**

Except as may be otherwise provided by law, in these Articles of Organization or in the Operating Agreement, the business and affairs of the Company shall be managed by the Members of the Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 24<sup>th</sup> day of JUNE, 2005.

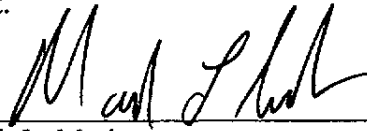
  
\_\_\_\_\_  
Mark L. Marlow

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Mark L. Marlow

**STATEMENT OF REGISTERED AGENT**

I, the undersigned, Mark L. Marlow, hereby accept the appointment as registered agent of the Company as provided in these Articles of Organization 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 state that I am familiar with, and accept the obligations of such position as registered agent of the Company as provided under the Florida Limited Liability Company Act.

A handwritten signature in black ink, appearing to read 'Mark L. Marlow', written over a horizontal line.

Mark L. Marlow