

07/11/2005 06:19 8505500090

KEVIN HELMICH PA

PAGE 01/05

Division of Corporations

Page of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000168662 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : KEVIN M. HELMICH, PA
Account Number : 120020000062
Phone : (850) 650-4747
Fax Number : (850) 650-8090

RECEIVED
05 JUL 12 AM 7:56
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

G.R.C. Land Holdings, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL 12 AM 9:01

FILED

LL07/13/05

Electronic Filing Menu

Corporate Filing

Public Access Help

(((H05000168662 3)))

**ARTICLES OF ORGANIZATION
OF
G.R.C. LAND HOLDINGS, L.L.C.**

The undersigned subscribers hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I
NAME**

The name of this limited liability company shall be G.R.C. LAND HOLDINGS, L.L.C.

**ARTICLE II
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of real estate investment and development together with conducting any and all other lawful business not in conflict with the statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at 149 Eldredge Road, Fort Walton Beach, Florida 32547. The mailing address of the limited liability company is 149 Eldredge Road, Fort Walton Beach, Florida 32547.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 4481 Legendary Drive, Suite 200, Destin, Florida 32541, and the name of the initial registered agent at that address is Kevin M. Helmich.

(((H05000168662 3)))

FILED
5 JUL 12 2005
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H05000168662 3)))

ARTICLE VI
MANAGEMENT

The management will consist of three (3) managers. The names and addresses of the initial managers of the limited liability company are as follows:

Cordelia Vela Oldham
149 Eldredge Road
Fort Walton Beach, Florida 32547

Rosa Vela Benevento
127 Llewellyn Court
Folsom, California 95630

Grizelda Vela King
821 Rushmore Lane
Plano, Texas 75023

All persons above shall name management.

ARTICLE VII
QUORUM

A quorum of the managers consists of a majority (51% or over) of the total number of managers.

ARTICLE VIII
MANAGEMENT ACTION

A majority of the managers of the company entitled to vote, represented in person or by proxy shall be required for all management action.

ARTICLE IX
COMPENSATION OF MANAGERS

Compensation of management will be determined by unanimous vote of the managers.

ARTICLE X
MANAGEMENT MEETINGS

No action by management can be taken without a meeting of the managers or the unanimous written consent of the managers. All regularly scheduled management meetings must be preceded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers waive such notice in writing.

ARTICLE XI
SPECIAL MEETINGS

All special meetings of the managers must be preceded by at least two (2) days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers waive such notice in writing.

((H05000168662 3)))

FILED
05 JUL 12 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H05000168662 3)))

ARTICLE XII
INITIAL MEMBERS

The name and address of the member of this limited liability company is as follows:

G.R.C. Enterprises, L.L.C.
149 Eldredge Road
Fort Walton Beach, Florida 32547

ARTICLE XIII
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of the members of the company existing at that time.

ARTICLE XIV
MEMBERSHIP MEETINGS

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

ARTICLE XV
DISPOSAL OF ASSETS

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by unanimous vote of the members.

ARTICLE XVI
DISSOLUTION

Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event, which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XVII
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management.

((H05000168662 3)))

FILED
05 JUL 12 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H05000168662 3)))

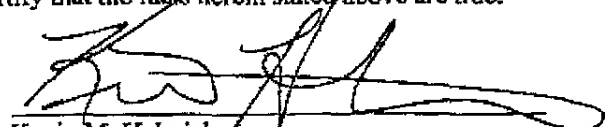
ARTICLE XVIII
REDEMPTION OF INTEREST

Should any member decide to resign from the company, and desires to sell his, her, or its entire interest in the company, that member shall first offer the interest to the remaining members of the company.

ARTICLE XIX
AMENDMENT OF REGULATIONS

The power to amend the Regulations is reserved exclusively to the unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned, being a member hereinbefore named, has hereunto set his hand and seal on this 12th day of July 2005, for the purpose of forming a limited liability company to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.


Kevin M. Helmich,
Organizer

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 12th day of July 2005, and who personally appeared Kevin M. Helmich, who is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 12th day of July 2005.


Notary Public

My commission expires:



((H05000168662 3)))

Prepared by: Kevin M. Helmich, P.A.
Post Office Box 5499
Destin, Florida 32541
(850) 650-4747

FILED
05 JUL 12 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H05000168662 3)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, Florida Statutes, the following is submitted: G.R.C. LAND HOLDINGS, L.L.C., desiring to organize under the laws of the State of Florida with its principal place of business at 149 Eldredge Road, Fort Walton Beach, Florida, 32547, has named Kevin M. Helmich as its agent to accept service of process within the State of Florida, whose address is 4481 Legendary Drive, Suite 200, Destin, Florida 32541.


Kevin M. Helmich,
Organizer

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Having been named as registered agent and to accept service of process for the above named Limited Liability Company at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated this 12th day of July 2005.

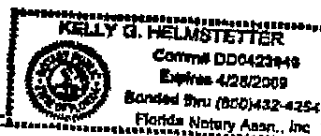

Kevin M. Helmich,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before this 12th day of July 2005, and who personally appeared Kevin M. Helmich, who is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 12th day of July 2005.

My Commission Expires:




Notary Public

(((H05000168662 3)))

Prepared by: Kevin M. Helmich, P.A.
Post Office Box 5499
Destin, Florida 32541
(850) 650-4747

FILED
JUL 12 AM 9:01
CLERK OF STATE
TALLAHASSEE, FLORIDA