

JUL-13-2005 WED 02:44 PM FLEET SPENCER ET AL

FAX NO. 8506501408

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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M. HODGES

From:

Account Name : H. BART FLEET  
Account Number : I20020000170  
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LIMITED LIABILITY COMPANY

Bailey Bayshore, LLC

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION  
OF  
BAILEY BAYSHORE, LLC**

The undersigned, pursuant to 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, sets forth the following:

**ARTICLE I - NAME**

The name of this limited liability company is **BAILEY BAYSHORE, LLC** (the "Company").

**ARTICLE II - PERIOD OF DURATION**

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Ten (10) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

**ARTICLE III - PURPOSES AND POWERS**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

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**ARTICLE IV - MAILING AND STREET ADDRESS  
OF INITIAL PRINCIPAL OFFICE OF COMPANY**

The mailing and street address for the principal office of the Company is 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

**ARTICLE V - INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent in Florida for the Company is William G. Kilpatrick, Jr., whose address is 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

**ARTICLE VI - MEMBER**

The sole-member of the Company and its street and mailing address is:

**Fleet, Spencer, Martin & Kilpatrick, P.A.**  
1104 Eglin Parkway  
Shalimar, FL 32579

**ARTICLE VII - MANAGEMENT**

The Company is to be managed by a manager, and is therefore a manager-managed limited liability company. The manager of the Company and his mailing address is:

**William G. Kilpatrick, Jr.**  
35008 Emerald Coast Parkway, Suite 202  
Destin, FL 32541

The manager of the Company shall have the exclusive right to bind the Company with regards to all matters, and shall have the authority and power to sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of the Company's real or personal property.

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The Company shall indemnify every Manager, and the Manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the Manager, as well as against any amount paid upon a judgement in connection with any action, suit, or other proceeding, civil or criminal, in which the Manager may be made a party by reason of having been a Manager of the Company.

**ARTICLE VIII - AUTHORIZED REPRESENTATIVE**

The name and address of the authorized representative for purposes of executing these Articles of Organization is William G. Kilpatrick, Jr., whose address is 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

**ARTICLE IX - AMENDMENT**

The Company reserves the right to amend these Articles of Organization at any time in accordance with the provisions and procedures set forth in the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles on July 13th, 2005, as the authorized representative for the Member(s) of the Company.

By: 

William G. Kilpatrick, Jr.,  
Authorized Representative

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**ACCEPTANCE BY THE REGISTERED AGENT**

Date: July 14<sup>th</sup>, 2005.

with

William G. Kilpatrick, Jr., Registered Agent