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**LIMITED LIABILITY COMPANY**

**waterfront capital, llc**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF**  
**Waterfront Capital, LLC.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be Waterfront Capital, LLC.  
("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company shall be 500 Hazel Street Key Largo, Florida 33037

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is Barry G. Segal, Esquire, Barry G. Segal, P.A., 2801 Ocean Drive, Suite 204, Vero Beach, Florida 32963.

**ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VI - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or 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.

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### ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least one remaining member or the sole remaining member consents to the addition of a new member(s).

### ARTICLE IX - MANAGEMENT

The company shall be managed by its member, Mark Anthony Holt, in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME

Mark Anthony Holt  
Ronald R. Clements, Jr.  
James Alvin Folk

ADDRESS

326 Cypress Glenn Drive, Mount Juliet, Tennessee, 37122  
PO Box 380261, Birmingham, Alabama 35238  
500 Hazel Street Key Largo, Florida 33037

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Vero Beach, Indian River County, Florida, on this 4 day of August, 2005.

By: 

STATE OF FLORIDA)  
COUNTY OF INDIAN RIVER)



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The undersigned, being the person named in the articles of organization of Waterfront Capital, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

~~SECRET~~

2801 OCEAN DR.  
 SUITE 204  
 NEW YORK, NY 10001

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