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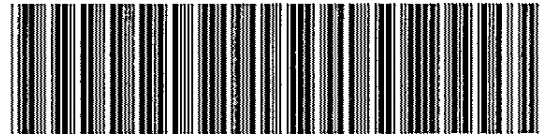
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## **ARTICLES OF ORGANIZATION**

### **OF**

### **CROOKED CREEK DEVELOPMENT, LLC**

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

#### **ARTICLE I – NAME, PRINCIPAL AND MAILING ADDRESS**

The name and principal (and mailing) address of this limited liability company shall be:

**CROOKED CREEK DEVELOPMENT, LLC  
1180 West Washington Street  
Monticello, Florida 32344**

#### **ARTICLE II – DURATION**

This 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 terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### **ARTICLE III – PURPOSES AND POWERS**

The general purpose for which the Company is organized is transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### **ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name of the registered agent for the Company in the State of Florida is **Riley Palmer**. The street address of the registered office and of the registered agent for the Company is **1180 West Washington Street, Monticello, Florida 32344**.

#### **ARTICLE V – CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash and/or property set forth in the attached Exhibit “A.”

#### **ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contribution to the Company only upon the unanimous consent of all the members.

#### **ARTICLE VII – ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or Operating Agreement of the Company. 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.

#### **ARTICLE VIII – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of management, or upon 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 two remaining members.

#### **ARTICLE IX – MANAGEMENT**

The Company shall be managed by the members by majority vote of said members and in accordance with the regulations or operating agreement 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 addresses of the subscribers of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Riley Palmer	1180 West Washington Street Monticello, FL 32344

#### **ARTICLE X – TAX STATUS OF COMPANY**

It is the intent of the undersigned subscribers that the Company shall be treated as a partnership for federal tax purposes.

#### **ARTICLE XI – NON-REGISTRATION AS SECURITY**

The certificates representing each member's interest in the Company to be issued to subscriber(s) are not registered under state or federal securities law. The subscriber(s) represent that it is the intent of the Company that the certificates issued comply with the applicable private placement exemptions from registration under federal and state law. All certificates issued shall bear the legend:

**THESE SECURITIES HAVE NOT BEEN REGISTERED  
UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON  
AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT**

**BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.**

The Company shall only issue shares to individuals that comply with the private placement rules, i.e., Federal Securities Act, §4(2) and §517.061, Florida Statutes, and agree:

- i. That no offer or sale of certificates in the Company shall be made to a nonresident of the State of Florida;
- ii. That no offer or sale of certificates in the Company shall be made to more than 35 purchasers for a period in excess of 12 months;
- iii. That no general solicitations or advertisements of an offer or sale of certificates in the Company shall occur in Florida or any other state;
- iv. That before any sale of certificates in the Company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the Company;
- v. That no person shall be paid a commission for the sale of certificates in the Company or otherwise receive compensation for the sale of certificates in the Company; and
- vi. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Monticello, Florida, for the foregoing uses and purposes this 16 day of August, 2005.



  
RILEY PALMER

STATE OF FLORIDA

COUNTY OF LEON

**BEFORE ME** personally appeared RILEY PALMER, to me well known to be the organizer of the above limited liability company, and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 16 day of August 2005.

  
NOTARY PUBLIC  
SEAL  Barbara F. Wing  
MY COMMISSION # DD225685 EXPIRES  
July 27, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of CROOKED CREEK DEVELOPMENT, LLC, as the registered agent of this limited liability company, hereby consents to acceptance of service of process for the above stated company at the place designated in the Articles of Organization, and accepts appointment as the 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 duties, and is familiar with and accepts the obligations of the position of registered agent.



Riley Palmer  
REGISTERED AGENT

**EXHIBIT "A"**

**Subscriber**

**Cash Contributed**

**Property Contributed**

RILEY PALMER

\$400.00