

LOS000111312

Donald Downey
(Requestor's Name)

300 E. Park Avenue
(Address)

Tallahassee, FL 32301
(City/State/Zip/Phone #)

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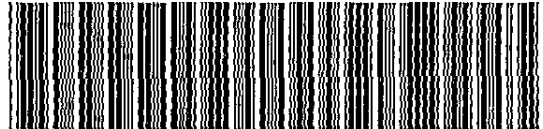
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**ARTICLES OF ORGANIZATION OF
APALACHICOLA PROPERTIES, LLC**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned adopts the following Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be APALACHICOLA PROPERTIES, LLC, and its principal office shall be located at 300 East Park Avenue, Tallahassee, Florida 32301.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To buy and sell real estate.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited to restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managing member of this limited liability company.

This Article may be amended from time to time in the regulations of the limited liability company be a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one (1) manager. The initial managing member shall be FREDERICK L. BATEMAN, JR., whose address is 300 East Park Avenue, Tallahassee, FL 32301. The member may elect a successor managing member annually at the annual membership meeting.

ARTICLE V

MEMBERSHIP RESTRICTIONS

All members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions to the limited liability company by each member initially are as follows:

Frederick L. Bateman, Jr.	\$100.00
Ron Brafford	\$100.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII

MEMBERS OWNERSHIP PERCENTAGES

The ownership percentage in this limited liability company of each member is as follows:

• Frederick L. Bateman	-	50.00%
• Ron Brafford	-	50.00%

ARTICLE VIII

PROFITS AND LOSSES

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company, in accordance with their percentage of ownership. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of

the limited liability company, the month and day of the commencement date being November 15, 2005.

ARTICLE IX

DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in regulations adopted by the members.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 300 East Park Avenue, Tallahassee, Florida 32301 and the name of the company's initial registered agent at that address is Frederick L. Bateman, Jr.

The undersigned, being the managing member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Apalachicola Properties, LLC.

Executed by the undersigned at Tallahassee, Florida on this 17th day of November, 2005.

WITNESSES

Linda Marie
Tamika Bemp

Member Name

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Frederick L. Bateman, Jr., who is known to me to be the person who executed the foregoing Articles

of Organization or who has produced _____ as identification, and
acknowledge before me that he made and subscribed the same for the purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this
17th day of November, 2005.

Cathy Sleeth
NOTARY PUBLIC

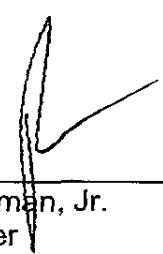


Cathy Sleeth
Commission # DD269186
Expires November 29, 2007
Bonded Troy Fair Insurance Inc. 800-365-7019

CERTIFICATE OF REGISTERED AGENT

Apalachicola Properties, LLC, located at 300 East Park Avenue, Tallahassee, FL 32301, names FREDERICK L. BATEMAN, JR. as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 300 East Park Avenue, Tallahassee, Florida 32301.

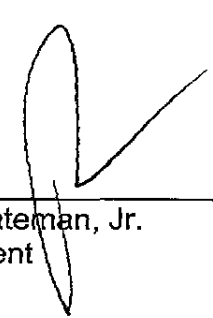
DATED this 17th day of November 2005.



Frederick L. Bateman, Jr.
Managing Member

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

DATED this 17th day of November, 2005.



Frederick L. Bateman, Jr.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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