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TALLAND SEC -2 P 2: 21

COVER LETTER

TO: Registration Section Division of Corporations
SUBJECT: Big Ridge Partners, LLC Wame of Limited Liability Company)
The enclosed Articles of Organization and fee(s) are submitted for filing.
Please return all correspondence concerning this matter to the following:
Thomas C. Turner (Name of Person)
Brookwood Properties, Inc. (Firm/Company)
1487s Plumosa Dr. (Address)
Jacksonville Beach, Fl. 32250 (City/State and Zip Code)
For further information concerning this matter, please call:
Thomas C. Turner at (904) 992 - 6733 (Area Code & Daytime Telephone Number)
Enclosed is a check for the following amount:
\$125.00 Filing Fee \$\ \text{S130.00 Filing Fee & Certificate of Status}\$\$ Certified Copy (additional copy is enclosed) \$\$ Certified Copy (additional copy is enclosed)
Mailing Address Street/Courier Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 18, 2005

THOMAS C. TURNER BROOKWOOD PROPERTIES, INC. 14875 PLUMOSA DR JACKSONVILLE BEACH, FL 32250

SUBJECT: BIG RIDGE PARTNERS, LLC

Ref. Number: W05000051740

We have received your document for BIG RIDGE PARTNERS, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$160.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Letter Number: 305A00068383

Diane Cushing Document Specialist

ARTICLES OF ORGANIZATION OF BIG RIDGE PARTNERS, LLC

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

1Article Name

1.1 <u>Section</u>. <u>Name</u>. The name of this limited liability company shall be BIG RIDGE PARTNERS, LLC.

2Article Principal Office and Mailing Address

2.1 <u>Section</u>. <u>Principal Office and Mailing Address</u>. The principal office and mailing address of this limited liability company shall be 14875 Plumosa Drive, Jacksonville Beach, Florida 32250.

3Article Initial Registered Agent and Address

3.1 <u>Section</u>. <u>Name and Address</u>. The name and street address of the initial registered agent of this limited liability company are:

Thomas C. Turner 14875 Plumosa Drive Jacksonville Beach, FL 32250

4Article Effective Date: Duration

- 4.1 <u>Section</u>. <u>Effective Date</u>. The existence of this limited liability company shall commence on the date these Articles are filed.
- 4.2 <u>Section</u>. <u>Duration</u>. This limited liability company shall terminate on the date set forth in its Operating Agreement.

. 5Article Purposes

5.1 <u>Section</u>. <u>Purposes</u>. This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

6Article Admission of Additional Members

6.1 <u>Section</u>. <u>Admission of Additional Members</u>. The members may admit one or more additional members to the limited liability company. Admission of any such additional member shall require the written consent of a majority of members then having an interest in the limited liability company.

7Article Management

7.1 <u>Section</u>. <u>Management</u>. The limited liability company is to be managed by the members in accordance with the Operating Agreement of the limited liability company. The Managing Member shall be Brookwood Properties, Inc. P.O. Box 2229, Rehmond Hill, Georgia 31324.

8Article Merger

8.1 <u>Section</u>. Approval Required for Merger. The approval of the members holding sixty percent (60%) or more of the interests in this limited liability company eligible to vote on any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

9Article Operating Agreement

9.1 <u>Section. Operating Agreement.</u> The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

10Article Amendment

10.1 <u>Section</u>. <u>Amendment</u>. The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization; provided, however, that it shall

require a vote of members holding sixty percent (60%) or more of the interests in the limited liability company to amend or repeal Article VIII regarding merger.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization the ______ day of November, 2005.

Brookwood Properties, Inc.

Brett S. Turner, President

2005 DEC -2 P 2: 2 SECRETARY OF STATE

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIAABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is BIG RIDGE PARTNERS, LLC.
- 2. The name and the Florida street address of the registered agent are:

Thomas C. Turner 14875 Plumosa Drive Jacksonville Beach, Florida 32250

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, Harreby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of nix position as registered agent as provided for in Chapter 608, Florida Statutes

Thomas C. Turner