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Messer, Caparello & Self

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(Address)

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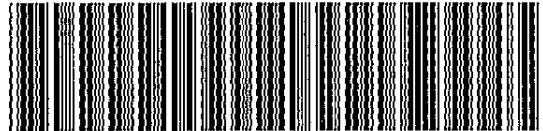
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**ARTICLES OF ORGANIZATION OF  
Dockside Developers, L.L.C.**

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05 DEC 14 PM 2:42  
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. I further declare that 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 Dockside Developers, L.L.C., and its principal office and mailing address shall be located at 1684 Metropolitan Circle, Tallahassee, Florida 32308.

**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 engage in any activity or business authorized under the Florida Statutes.
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 purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may

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lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 members of this limited liability company. This

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

#### **ARTICLE IV** **MEMBERS AND MANAGEMENT**

The initial members of this limited liability company include: Gibbes U. Miller, Jr. and Christopher P. Walker. This limited liability company shall be managed by one manager. Management of this limited liability company is reserved to its members. The initial managing member is Gibbes U. Miller, Jr., 1410 East Pearl Street, Monticello, Florida 32344.

#### **ARTICLE V** **MEMBERSHIP RESTRICTIONS**

The 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, that member's interest in the company shall transfer to his or her spouse or such other person as he/she may designate. Upon majority consent, the members at that time shall have the right to continue the business.

**ARTICLE VI**  
**CAPITAL CONTRIBUTION**

A capital contribution in the amount of \$100.00 shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

**ARTICLE VII**  
**PROFITS AND LOSSES**

(a) 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. The members shall be entitled to a 100% share of the profits. Profits shall be distributed equally among the members and shall be determined and may be paid to the members on the anniversary date of the commencement of business of the limited liability company, based upon the circumstances, condition, and status of the limited liability company as determined by the Operating Agreement.

**ARTICLE VIII**  
**DURATION**

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

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1684 Metropolitan Circle, Tallahassee, Florida 32308, and the name of the company's initial

registered agent is MONICA EVANS, whose address is 215 S. Monroe Street, Suite 701, Tallahassee, Florida 32301.

The undersigned, being a member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Dockside Developers, L.L.C.

Executed by the undersigned in Tallahassee, Florida on December 12<sup>th</sup> 2005.

Dockside Developers, L.L.C

By: [Signature]  
Gibbes U. Miller, Jr.  
Manager of  
Dockside Developers, L.L.C.

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared GIBBES U. MILLER, JR., who is known to me to be the person who executed the foregoing Articles of Organization 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 12<sup>th</sup> day of December, 2005, at Tallahassee, Leon County, Florida.


[Signature]  
NOTARY PUBLIC:



### CERTIFICATE OF REGISTERED AGENT

Dockside Developers, L.L.C., located at 1684 Metropolitan Circle, Tallahassee, Florida 32308, names MONICA EVANS as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 215 S. Monroe Street, Suite 701, Tallahassee, Florida, 32301.

DATED this 12<sup>th</sup> day of December, 2005.

  
Gibbes U. Miller, Jr.

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 12<sup>th</sup> day of December, 2005.

  
Monica Evans