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(Requestor's Name)

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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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**BRUCE R. ABERNETHY, JR., P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION  
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST  
900 VIRGINIA AVENUE, SUITE 6  
FORT PIERCE, FLORIDA 34982

TELEPHONE (772) 489-4901

FAX (772) 489-4902

December 19, 2005

**VIA FEDERAL EXPRESS**  
**(800) 755-5111**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Ocean Estate Ventures II, LLC**

Dear Sir/Madam:

Enclosed for filing you will find the following:

1. Articles of Organization of Ocean Estate Ventures II, LLC, a Florida Limited Company.

We would appreciate your filing the Articles of Organization, and forwarding a certified copy to the attention of the undersigned.

Our check in the amount of \$155.00 for filing the Articles of Organization, Registered Agent Designation, and obtaining a certified copy are enclosed.

Sincerely,

*Bruce Abernethy (ps)*

Bruce R. Abernethy, Jr.

BRA/pls  
Enclosures

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TALLAHASSEE, FLORIDA  
1:00  
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**Articles of Organization**

of

**Ocean Estate Ventures II, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as the organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

**Article I**

**Name**

The name of the limited liability company is: **Ocean Estate Ventures II, LLC.**

**Article II**  
**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III**  
**Units Of Equity Ownership**

**Section A.      Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units that Ocean Estate Ventures II, LLC is authorized to have outstanding is 1,000 units, all of which shall be identical units.

**Section B.      Restrictions on Disposition of Units.** No Member of the Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section and in the Operating Agreement of the Company, the same as an original Member.

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 900 Virginia Avenue, Suite 6, Ft. Pierce, Florida 34982, and the name of its initial Registered Agent at such address is: Bruce R. Abernethy, Jr.

**Article V**  
**Principal Office and Mailing Address**

The street address of the principal office of the Company is: 622 Beachland Boulevard, Vero Beach, Florida 32963. The mailing address of the Company is: 622 Beachland Boulevard, Vero Beach, Florida 32963.

**Article VI**  
**Organizers**

The name and address of the sole organizer is:

Bruce R. Abernethy, Jr.  
900 Virginia Avenue, Suite 6  
Ft. Pierce, Florida 34982

**Article VII**  
**Purpose And Power**

The purposes of the LLC are as follows:

- (a) to provide maximum flexibility in business planning;
- (b) to provide simplicity in dealing with the tax laws and filing requirements;
- (c) to purchase, develop, and/or manage real estate;
- (d) to purchase and manage investments;
- (e) to provide for an order of succession and control of assets;.
- (f) to provide for management of business assets outside of the probate court upon a member's death;

In order to accomplish its purposes, the LLC may conduct any lawful business and investment activity permitted under the laws of the State of Florida and in any other jurisdiction in which it may have a business or investment interest.

The LLC may own, acquire, manage, develop, operate, sell, exchange, finance, refinance, and otherwise deal in any manner with real estate, personal property, and any other type of business as the Members may from time to time deem to be in the best interest of the LLC.

The LLC may engage in any other activities which are related or incidental to the foregoing purposes.

**Article VIII**  
**Management**

The Company is to be managed by a Manager or Managers, which Manager need not be a Member. The Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Managers of the Company, who shall each serve as such until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
Manager	Clark C. French 622 Beachland Boulevard Vero Beach, Florida 32963

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## **Article IX** **Indemnification**

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Manager or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **Article X** **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by any Manager of the Company, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Manager of the Company.

## **Article XI** **Amendment Of Articles Of Organization**

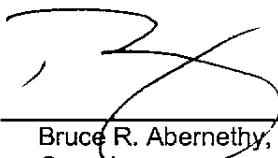
The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

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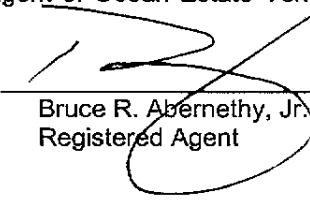
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signatures of Organizer or authorized representatives of Organizer.

Dated December 19, 2005.

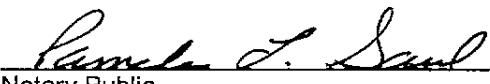
  
Bruce R. Abernethy, Jr.  
Organizer

Having been appointed the registered agent of Ocean Estate Ventures II, LLC, I hereby accept the duties and responsibilities of this position.

  
Bruce R. Abernethy, Jr.  
Registered Agent

State of Florida )  
County of St. Lucie ) ss.  
 )

The foregoing instrument was acknowledged before me this December 19, 2005 by Bruce R. Abernethy, Jr., who is personally known to me or produced a Florida driver's license as identification.

  
Pamela L. Saul  
Notary Public

  
Pamela L. Saul  
My Commission DD195998  
Expires March 23, 2007  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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