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J. BRYAN JAN 25 2006

HARMON & SLOAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
427 MCKENZIE AVENUE
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PANAMA CITY, FLORIDA 32402-2327

DANIEL HARMON III
TIMOTHY J. SLOAN *
*ALSO MEMBER OF
DISTRICT OF COLUMBIA
AND MISSOURI BARS

TELEPHONE (850) 769-2501
FACSIMILE (850) 769-0824

January 5, 2006

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Cedartrace, LLC

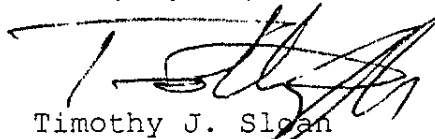
Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$125.00 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Very truly yours,

HARMON & SLOAN


Timothy J. Sloan

TJS/sh
Enc. as stated

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ARTICLES OF ORGANIZATION
OF
CEDARTRACE, LLC

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The undersigned certify that we have associated ourselves together 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.

We further declare that the following Articles will 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 CEDARTRACE, LLC, and its mailing address and principal office shall be located at 416 Jenks Avenue, Panama City, Florida 32401, but it shall have the power and authority to establish branch offices at any other place or places as their members may designate.

ARTICLE II

Purposes and power. This limited liability company shall be authorized to engage in any activity or business authorized by the laws of the State of Florida. In facilitation of that general grant of power and purpose, by way of illustration and not limitation, the limited liability company is authorized to do the following:

1. To own, sell, transfer, convey, mortgage, pledge or encumber any real or personal property.
2. 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 any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.
3. To engage in any business in any lawful business allowed under the laws of the State of Florida or any other state in which this limited liability company does business.
4. 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 or any other state in which this limited liability company does business.

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 and the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

ARTICLE IV

Management. This limited liability company is to be managed by one or more managers and the name(s) and address(es) of the initial managers who are to serve as managers are:

Sean D. McNeil
416 Jenks Avenue
Panama City, FL 32401

William L. Jernigan
311 Hollis Avenue
Panama City, FL 32401

The business and affairs of this limited liability company shall be managed by its designated manager or managers, subject to authorization by some or all of the members as may be more fully set forth in the Operating Agreement of this limited liability company. The salary and other compensation of any manager shall be fixed from time to time by the members. Any manager may be removed at any time, with or without cause, by a vote of the membership as required by the Operating Agreement of the limited liability company.

ARTICLE V

Membership restrictions. 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.

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A member's interest in the limited liability company may not be sold or otherwise transferred except by unanimous written consent of all of the 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 member(s) shall have the right to continue the business upon unanimous consent of the remaining members.

ARTICLE VI

Capital contributions. Capital contributions in an amount set forth in the Operating Agreement shall be paid to the limited company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

Duration. This limited liability company shall exist perpetually from the date of filing until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE VIII

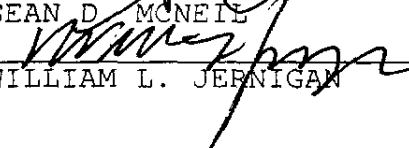
Initial registered agent. The name and address of the initial registered agent of the limited liability company is:

Timothy J. Sloan
427 McKenzie Avenue
Panama City, Florida 32401

The undersigned, being the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of CEDARTRACE, LLC.

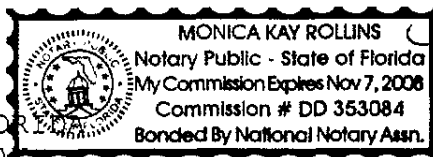
Executed this 23rd day of ~~November~~ ^{December}, 2005.


SEAN D. MCNEIL


WILLIAM L. JERNIGAN

STATE OF FLORIDA
COUNTY OF BAY

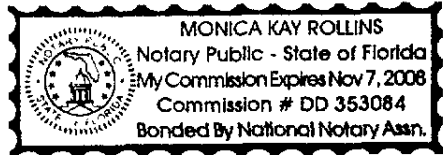
BEFORE ME, the undersigned authority, on this 23rd day of ~~November~~ December, 2005, personally appeared SEAN D. MCNEIL, to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.



Monica Kay Rollins
NOTARY SIGNATURE

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 23rd day of ~~November~~ December, 2005, personally appeared WILLIAM L. JERNIGAN to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.



Monica Kay Rollins
NOTARY SIGNATURE

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Florida Statutes § 608.415 and § 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

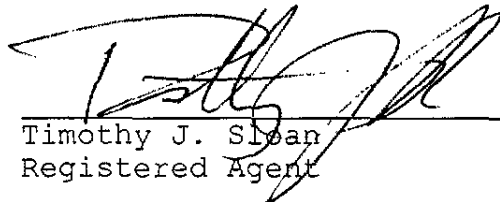
1. The name of the limited liability company is CEDARTRACE, LLC.

2. The name of the registered agent for CEDARTRACE, LLC, is Timothy J. Sloan; and the street address of the company's registered agent's office is 427 McKenzie Avenue, Panama City, Florida 32401.

This statement is to acknowledge that, as indicated above, CEDARTRACE, LLC, has appointed me, Timothy J. Sloan as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity.

I further agree to comply with all provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5th day of January, 2006.



Timothy J. Sloan
Registered Agent

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