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February 20, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Ace Home & Garden Center of Bay County, LLC

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF ORGANIZATION

OF

ACE HOME & GARDEN CENTER OF BAY COUNTY, LLC

FILED
2006 FEB 20 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned form 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 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 ACE HOME & GARDEN CENTER OF BAY COUNTY, LLC, and its principal office shall be located at 3911 E. 15TH Street, Panama City, County of Bay, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Above is also the mailing address of the limited liability company.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers and purposes 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. 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.

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 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 or 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 purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which this limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III MANAGEMENT

Except as provided below, the limited liability company is to be managed by a Manager whose name and address is:

John Glenn Steadham
4731 Patton Place
Panama City, FL 32404

The day to day operation in the ordinary course of the Company's business shall be conducted by the Manager. All actions of the Company outside that usual course of business shall be accomplished by the Manager but with the consent of the Members as agreed in the Operating Agreement of the Members.

ARTICLE IV
MEMBERS AT TIME OF FORMATION

There are two members at the time of formation who are:

William Mark Head
P. O. Box 14167
Panama City Beach, FL 32413

John Glenn Steadham
4731 Patton Place
Panama City, FL 32404

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.

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

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability 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
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 the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII
DURATION

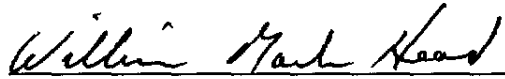
This limited liability company shall exist perpetually, or until dissolved in a manner allowed by law.

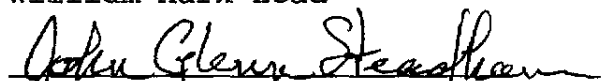
ARTICLE IX
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3911 E. 15th Street, Panama City, County of Bay, State of Florida, and the name of the company's initial registered agent at that address is John Glenn Steadham.

The undersigned, being members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Ace Home & Garden Center of Bay County, LLC.

Executed by the undersigned this 17 day of February, 2006.


William Mark Head


John Glenn Steadham

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

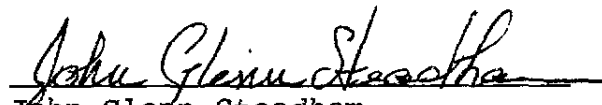
STATE OF FLORIDA
COUNTY OF BAY

Pursuant to the provisions of Sections 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:

The name of the limited liability company is ACE HOME & GARDEN CENTER OF BAY COUNTY, LLC.

The name of the registered agent for Ace Home & Garden Center of Bay County, LLC, is John Glenn Steadham, and the street address of the company's principal office where the agent is located is 3911 E. 15th Street, Panama City, FL 32404.

This statement is to acknowledge that, as indicated above, ACE HOME & GARDEN CENTER OF BAY COUNTY, LLC, has appointed JOHN GLENN STEADHAM as its registered agent to accept service of process for the company at the place designated above this certificate. I accept this 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 my position as registered agent.

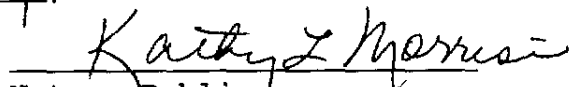

John Glenn Steadham

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOHN GLENN STEADHAM, who produced Florida Drivers License as identification, and who acknowledged before me his execution of same for the reasons therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of February, 2006.

KATHY L. MORRISON
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. SEPT. 29, 2008
NO. DD 334119


Notary Public
My commission expires: