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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Smith Commercial and Warehouse Properties, L.L.C.
(Name 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:

Rowlett W. Bryant

(Name of Person)

Bryant & Higby, Chartered

(Firm/Company)

P.O. Box 860

(Address)

Panama City, FL 32402-0860

(City/State and Zip Code)

For further information concerning this matter, please call:

Rowlett W. Bryant

(Name of Person)

at (850) 763-1787

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

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

Street/Courier Address

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

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ARTICLES OF ORGANIZATION
OF
SMITH COMMERCIAL AND WAREHOUSE PROPERTIES, L.L.C.
A LIMITED LIABILITY COMPANY

THE UNDERSIGNED, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - NAME

The name of the Limited Liability Company (hereinafter referred to as "Company") is Smith Commercial and Warehouse Properties, L.L.C.

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Limited Liability Company is 70 Doctors Drive, Panama City, Florida 32405.

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE**

The name of the Limited Liability Company's Registered Agent and his Florida street address are: Rowlett W. Bryant, 833 Harrison Avenue, Panama City, Florida 32401.

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, I hereby 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 my position as registered agent as provided for in Chapter 608, F.S.


Rowlett W. Bryant

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ARTICLE IV - MANAGEMENT

1. The members of the Limited Liability Company, their interest, and their addresses are as follows:

<u>Member</u>	<u>Address</u>	<u>Interest</u>
Stacia Anne Smith Garber	669 Cheviot Court Apopka, FL 32712	25%
Stanton M. Smith	919 Huntingdon Drive Panama City, FL 32405	25%
Scott Douglas Smith	5611 West Hwy. 98 Panama City, FL 32401	25%
Stephen G. Smith, M.D.	70 Doctors Drive Panama City, FL 32405	25%

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2. The Limited Liability Company shall be managed by Stephen G. Smith, M.D.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members may be admitted to this Limited Liability Company without the consent of all members.

ARTICLE VI - LIMITATION OF AUTHORITY

No member shall have the authority to bind or incur any debt or liability on behalf of the company except for the managing member.

ARTICLE VII - REGULATIONS

Any regulations of the Limited Liability Company must be in writing and signed by all of the Members.

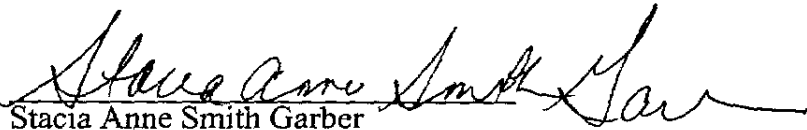
ARTICLE VIII - EVENTS OF DISSOLUTION

The Company shall be dissolved upon the happening of any of the following:

1. Upon written agreement of two-thirds of the Membership.
2. Upon the death, retirement, resignation, expulsion or bankruptcy of a Member or any other event which terminates the continued membership of a Member in the Company, unless the remaining Members, within ninety (90) days after the event or occurrence, unanimously elect to continue the business of the Company pursuant to the terms of these Regulations.

IN WITNESS WHEREOF, the Undersigned Member, Stacia Anne Smith Garber, has signed these Articles of Organization and acknowledged them to be her act this 28 day of February, 2006.

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


Stacia Anne Smith Garber

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STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 28th day of February, 2006, by Stacia Anne Smith Garber, who is personally known to me or who has produced _____ as identification.



Sandra L. Cleveland
My Commission DD348017
Expires August 20, 2006

Sandra Lynn Cleveland
NOTARY PUBLIC
State of Florida at Large

IN WITNESS WHEREOF, the Undersigned Member, Stanton M. Smith, has signed these Articles of Organization and acknowledged them to be his act this 21st day of Feb., 2006.

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

Stanton M. Smith
Stanton M. Smith

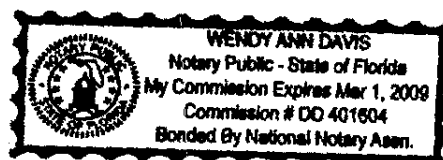
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STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 21st day of Feb., 2005, by Stanton M. Smith, who is personally known to me or who has produced FL # S530-79364-0950 as identification.
Driver's License

Wendy Ann Davis
NOTARY PUBLIC
State of Florida at Large



IN WITNESS WHEREOF, the Undersigned Member, Scott Douglas Smith,
has signed these Articles of Organization and acknowledged them to be his act this
21st day of Feb., 2006.

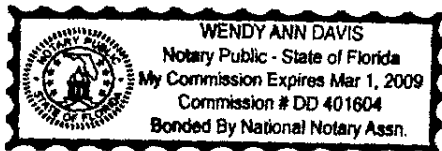
In accordance with Section 608.408(3), Florida Statutes, the execution
of this document constitutes an affirmation under the penalties of
perjury that the facts stated herein are true.


Scott Douglas Smith

STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 21st day of
Feb, 2005, by Scott Douglas Smith, who is personally known to me or who
has produced FL Drivers License SS30-781-62 as identification.




NOTARY PUBLIC
State of Florida at Large

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IN WITNESS WHEREOF, the Undersigned Member, Stephen G. Smith, has
signed these Articles of Organization and acknowledged them to be his act this 21st
day of Feb., 2006.

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

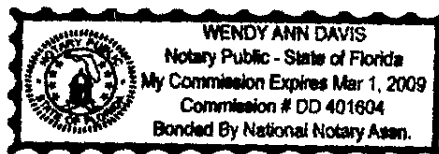

Stephen G. Smith

STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 21st day of Feb, 2005, by Stephen G. Smith, who is personally known to me or who has produced _____ as identification.

Wendy Ann Davis
NOTARY PUBLIC
State of Florida at Large



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