

Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SKYVIEW DEVELOPMENT, LLC

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**ARTICLES OF ORGANIZATION  
OF  
SKYVIEW DEVELOPMENT, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I. NAME**

The name of the Limited Liability Company is Skyview Development, LLC (the "Company").

**ARTICLE II. ADDRESS**

The mailing address of the principal office of the Company is PO Box 27279, Panama City Beach, FL 32411. The principal office of the Company shall initially be located at 2104 Thomas Drive, Panama City Beach, Florida 32408, or any other place upon which the Members agree.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Corporation is 2104 Thomas Drive, Panama City Beach, FL 32408, and the name of its initial registered agent at such address is Steve G. Counts.

**ARTICLE IV. MANAGEMENT**

The Company is to be managed by the Members. The names and addresses of the Members of the Company are as follows:

Steve G. Counts  
PO Box 27279  
Panama City, FL 32411

David W. Hill  
512-B Commerce Park  
Panama City Beach, FL 32408

Sam Matthews  
PO Box 2117  
Panama City, FL 32402

**ARTICLE V. PURPOSE**

The purpose of the Company shall be solely to acquire, operate and dispose of that certain real property which is commonly known as the ARINC Building, and which is located at 1300 Thomas Drive, Panama City Beach, Florida (the "Property"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership

W. Gerald Hamm  
Florida Bar No.: 0948605  
Ledman & Hamm, P.A.  
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Panama City, Florida 32402  
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interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

#### ARTICLE VI. ANTI-DISSOLUTION PROVISION

Notwithstanding anything to the contrary contained in these Articles, the Company and its Managers and Members hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company or these Articles, and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to Lender, except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Manager or Member, or any other event or act causing dissolution of the Company pursuant to Chapter 608, Florida Statutes or these Articles, shall not constitute an event of liquidation, dissolution or termination of the Company or these Articles, except upon the express prior written consent of Lender. Any amendments to this provision of Article VI of these Articles shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This Article shall cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

IN WITNESS WHEREOF, I have signed these Articles of Organization as a Member and acknowledged them to be my act this 22<sup>nd</sup> day of March, 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.)

Steve G. Counts

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**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

  
Steve G. Counts

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