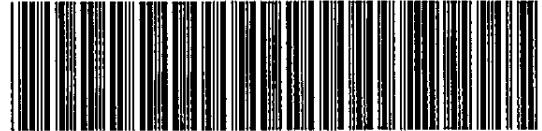


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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cypress Bend Estates, LLC
(Name of Limited Liability Company)

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The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mallory E. Horne

(Name of Person)

Maddox Horne, PLLC

(Firm/Company)

208 West Carolina Street

(Address)

Tallahassee, Florida 32301

(City/State and Zip Code)

For further information concerning this matter, please call:

Aaron Humphrey

(Name of Person)

at (850) 222-6020

(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

ARTICLES OF ORGANIZATION

OF

CYPRESS BEND ESTATES, LLC
A Florida Limited Liability Company

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THE UNDERSIGNED HEREBY FILES these Articles of Organization (hereinafter "Articles") in order to form a limited liability company (hereinafter "Company") under the laws of the State of Florida.

ARTICLE I: Name

- 1.1 The name of this Company shall be **Cypress Bend Estates, LLC**.

ARTICLE II: Offices

2.1 Principle Office

The principal place of business of this Company shall be **208 West Carolina Street, Tallahassee, Florida 32301**.

2.2 Mailing Address

The mailing address of this Company shall be **Post Office Box 10768, Tallahassee, Florida 32302**.

2.3 Other Offices

The Company may have such other offices, either within or without the State of Florida as the Members may designate, or as the business of the limited liability company may from time to time require.

ARTICLE III: Registered Agent

- 3.1 The name of the registered agent of this Company shall be **Mallory E. Horne**. The street address of the registered agent of this Company shall

be 208 West Carolina Street, Tallahassee, Florida 32301. The

registered agent may be changed from time to time by action of the

Members and by filing the prescribed form with the Florida Department of

State.

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ARTICLE IV: Members and Ownership

4.1 Initial Members

The names and addresses of the initial members (hereinbefore and hereinafter "Members) of this Company shall be:

- (a) Mallory E. Horne
12487 Meridian Road
Tallahassee, Florida 32312
- (b) Mary Lou Horne
12487 Meridian Road
Tallahassee, Florida 32312
- (c) Donald M. Watson
12331 Meridian Road
Tallahassee, Florida 32312
- (d) Mallory E. Horne, Jr.
2107 West Randolph Circle
Tallahassee, Florida

4.2 Ownership

Each Member's percentage of ownership in and to the Company shall be as follows:

- (a) Mallory E. Horne – 28% (twenty-eight percent)
- (b) Mary Lou Horne – 24% (twenty-four percent)
- (c) Donald M. Watson – 24% (twenty-four percent)
- (d) Mallory E. Horne, Jr. – 24% (twenty-four percent)

4.3 Additional Members

The Company may add any additional members it deems necessary, upon unanimous agreement of all of the Members.

4.4 Restriction against Transfer of Encumbrance of Membership Interest

The sale, pledge, encumbrance, hypothecation or other disposition of any part or all of a Member's interest shall be restricted unless unanimously agreed to by all of the Members.

4.5 Restrictive Endorsement on Membership Certificates

The membership certificates of the Company that shall be issued to the Members, and to any subsequent members, shall be restricted, and may not be transferred, unless unanimously agreed to by all of the Members.

4.6 Restriction Against Involuntary Transfer

A Member's interest in the Company shall not be subject to involuntary transfer as a result of any State or Federal statute or judicial proceeding, or any debtor-creditor adjustment proceeding. However, any distribution to which a Member may be entitled hereunder may be subject to a proper charging order of statutory lien from an authorized authority.

ARTICLE V: Meetings

5.1 Annual Meeting

The annual meeting of the Members shall be held on the seventeenth (17th) day of April in each year, beginning with the year 2006, at the hour of 11:00 AM EST, for the purpose of electing a Managing Member (hereinafter "Managing Member"), and for the transaction of such other

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business as may come before the meeting. In the event that the aforesaid day falls on a legal holiday, the meeting shall be held at the same time on the next business day. If the election shall not be held on the day designated herein for the annual meeting of the Members, or at an adjournment thereof, the Members shall cause the election to be held at a special meeting of the Members as soon thereafter as it may conveniently be held.

5.2 Regular Meetings

The Members, by resolution, shall prescribe the time and place for each and/or all regular meeting(s), and shall adopt the specified time and date within the aforesaid resolution, which shall constitute notice (hereinafter "Notice") of such regular meetings.

5.3 Location of Meetings

Meetings of Members shall be held at any place in or outside the State of Florida, as specified by the Managing Member or the Members in the Notice of each such regular meeting. In the absence of a designation, meetings of the Members shall be held at the principal office of the Company, or by telephone.

5.4 Special Meetings

The Managing Member, or any two (2) Members, may call special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute.

5.5 Notice of Meeting

Written, electronic or telephonic Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than five (5) days before the date of the meeting, either personally, by express carrier service, by United States mail or by electronic mail (email), at the direction of the Managing Member, to each Member of record entitled to vote as such meeting. Said Notice shall be deemed to be delivered as defined in Section 11.1 herein, when addressed to the Member's most current physical or electronic address as it appears on the books of the Company, with any associated delivery costs thereon prepaid. When all of the Members of the Company are present at any meeting, or if those not present sign in writing a waiver of notice of such meeting, or subsequently ratify all the proceedings thereof, the transactions of such meeting are as valid as if a meeting were formally called and Notice had been given.

5.6 Notice of Adjourned Meeting

When a meeting of the Members is adjourned for thirty (30) days or more, Notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any Notice of the time and place of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which the adjournment is taken.

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5.7 Waiver of Notice

Whenever any Notice whatsoever is required to be given a Member under law or under the provision of these Articles, a waiver in writing signed by the Member entitled to the Notice, whether before or after the time for giving the Notice, shall be deemed equivalent to the giving of the Notice. In the case of special meetings, the business to be transacted and the purpose of the meeting shall be stated in the waiver of Notice.

5.8 Action without Meeting

Any action required by law to be taken at a meeting of the Members, or any other action that may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Members entitled to vote at a meeting for that purpose and filed with the Managing Member.

5.9 Quorum

At any meeting of the Members, a majority of the equity interests, as determined from the capital contribution of each Member as reflected by the books of the Company, represented in person or by proxy, shall constitute a quorum at a meeting of the Members. If less than said majority of the equity interests are represented at a meeting, the minority interest(s) so represented may adjourn the meeting from time to time without further Notice, until such time that a new meeting is scheduled with proper Notice.

5.10 Proxies

At all meeting of the Members, a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Managing Member before or at the time of the meeting. No proxy shall be valid after three months from the date of execution, unless otherwise provided in the proxy.

5.11 Voting by Certain Members

Membership certificates standing in the name of a corporation, partnership or company may be voted by such officer, partner, agent or proxy as the bylaws of such entity may prescribe or, in the absence of such provision, as the board of directors of such entity may determine. Membership certificates held by a trustee, personal representative, administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without transfer of such certificates into his name.

5.12 Manner of Acting

5.12.1 Formal Actions by Members. Ordinarily, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members. Upon demand of any Member, voting on a particular issue may be in accordance with percentage of equity ownership in the Company.

5.12.2 Procedure. The Managing Member of the Company shall preside at meetings of the Members, may move or second any item of business but shall not vote upon any manner when there is an even

number of Members present and the Members are evenly divided as to an issue. A record shall be maintained of the meetings of the Members. The Members may adopt their own rules of procedure, which shall not be inconsistent with these Articles.

5.12.3 Presumption of Assent. A Member of the Company who is present at any meeting of the Members at which action on any matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written consent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the secretary of the meeting immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

5.12.4 Informal Action of Members. Unless otherwise provided by law, any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof.

5.13 Conduct of Meetings

At every meeting of the Members, the Managing Member or, in his or her absence, the Company official designated by the Managing Member or, in

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the absence of a designation, any other person (who shall be on the
Company officials, if any is present) chosen by a majority interest of the
Members present in person or by proxy and entitled to vote, shall act as
chairman.

5.14 Order of Business

The order of business at all meetings of the Members shall be as follows:

- (1) Roll call,
- (2) Proof of Notice of meeting or waiver of Notice,
- (3) Reading of minutes of preceding meeting,
- (4) Report of the Managing Member,
- (5) Report of committees,
- (6) Unfinished business, and
- (7) Adjournment.

5.15 Telephonic Meeting

Members of the Company may participate in any meeting of the Members by means of telephonic conference or other electronic communication medium in which all persons participating in such meeting can hear one another for the entire discussion of the matter(s) to be voted upon. Participating in the telephonic meeting pursuant to this section shall constitute presence in person at such meeting. A waiver executed by facsimile, United States mail or electronic mail (email) is to be forwarded by each member at the end of said meeting. It is agreed that the Managing Member shall have the right to electronically record the minutes of all

meetings held via telephone for the purpose of typing the minutes to be sent to the Members.

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ARTICLE VI: Fiscal Matters

6.1 Fiscal Year

The fiscal year of the Company shall begin on the first day of January and end on the last day in December each year, unless otherwise determined by resolution of the members.

6.2 Deposits

All funds of the Company shall be deposited from time to time to the credit of the Company in such banks, trust companies, financial institutions or other depositories as the Members may select.

6.3 Check, Drafts, etc.

All check, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Company shall be signed by the Managing Member.

6.4 Loans

No loans shall be contracted on behalf of the Company, or no evidences of indebtedness shall be issued in its name, unless authorized by resolution of the Members. Such authority may be general or confined to specific instances.

6.5 Contracts

The Company may enter into any contract or execute any instrument in the name of and on behalf of the Company. Any such instrument shall be

signed by the Managing Member or such other Member as may be specified by an act of the Members.

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6.6 Accountant

The Members may select an accountant from time to time to perform such tax and accounting services as may be required. The Members may remove the accountant without assigning any cause.

6.7 Legal Counsel

The Members may select one or more attorneys at law from time to time to review the legal affairs of the Company, and to perform such other services as may be required, and to report to the Members with respect thereto. The Members may remove the legal counsel without assigning any cause.

ARTICLE VII: Membership Certificates

- 7.1 Membership certificates representing equity interest in the Company shall be in such form as shall be determined by the Members.

ARTICLE VIII: Books and Records

8.1 Books and Records

The books and records of the Company shall be kept at the principal office of the Company or such other places, within or without the State of Florida, as the Members shall from time to time determine.

8.2 Right of Inspection

Any Member of record shall have the right to examine, at any reasonable time or times for all purposes, the books and records of account, minutes

and records of Members, and to make copies thereof. Any agent or attorney of the Member may make such inspection. Upon the written request of any Member, the Company shall mail to such Member its most recent financial statements, showing in reasonable detail its assets and liabilities and the results of its operations.

8.3 Financial Records

All financial records shall be maintained and reported on generally accepted accounting practices.

ARTICLE IX: Distribution of Profits

- 9.1 All profits shall be distributed annually prior to the close of the fiscal year, unless otherwise unanimously agreed upon by all of the Members.
- 9.2 The Members may from time to time unanimously declare, and the Company may distribute, accumulated profits agreed not necessary for the cash needs of the Company's business. Unless otherwise provided, retained profits shall be deemed an increase in capital contribution of the Company.
- 9.3 Profits and other distributions to the Members (other than salaries for services performed or expenses incurred on behalf of the Company) shall be distributed in proportion to the equity interest of each Member.

ARTICLE X: Officers

10.1 Managing Member

10.1.1 The initial Managing Member shall be Mallory E. Horne.

10.1.2 The Managing Member shall be the chief executive officer and president of the Company, responsible for the general supervision of the business and affairs of the Company. He or she shall, when present, preside over all meetings of the Members. The Managing Member may sign, on behalf of the Company, such deeds, mortgages, bonds, contracts or other instruments that the Members have appropriately authorized to be executed.

10.1.3 The specific authority and responsibility of the Managing Member shall also include the following:

- (a) The Managing Member shall direct and supervise the operations of the Company.
- (b) The Managing Member, within such parameters as may be set by the Members, shall establish such charges for services and products of the Company as may be necessary to provide adequate income for the efficient operation of the Company.
- (c) The Operating Manger, within the budget established by the Members, shall set and adjust wages in rates of pay for all personnel of the Company, and shall appoint, hire and dismiss all personnel and regulate their hours of work.
- (d) The Managing Member shall keep the Members advised in all matters pertaining to the operation of the Company, services rendered, operating income and expense, financial

position, and to this end, shall prepare and submit a report
to the Members at each regular meeting and at other times
as may be directed by the Members.

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10.2 Other Officers

10.2.1 The initial secretary/treasurer (hereinafter "Secretary/Treasurer")
shall be Mary Lou Horne.

10.2.2 The Company may elect any additional officers it deems
necessary, upon unanimous agreement of all of the Members.

10.3 Election

10.3.1 The Members shall elect the officers (hereinafter "Officers" and,
singularly, "Officer") of the Company at the annual meeting.

10.3.2 Each Officer shall hold office for a term of one year from the date
of his or her election.

10.3.3 Upon completion of an Officer's annual term, the Members may,
at the annual meeting, agree to retain such Officer in his or her
respective office for a successive term of one year, or shall elect
another Officer to fill the vacancy in the office, or shall agree not
to refill the vacancy in the office.

10.3.4 Unless otherwise unanimously agreed upon by all of the Members,
there shall be no limit as to the number of successive terms an
Officer may hold office.

10.4 Resignations and Removal

Any Officer may resign at any time by giving written Notice to the Managing Member or to all of the Members, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Members, with or without cause, may remove any Officer at any time.

10.5 Vacancies

The Members may fill a vacancy in any office for the un-expired portion of the term.

10.6 Salaries

The Members shall fix the salaries of the Officers from time to time, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Member of the Company.

ARTICLE XI: Miscellaneous

11.1 Notice(s)

Any Notice required or permitted to be given pursuant to the provisions of the Florida Statutes and/or these Articles shall be effective as of the date when:

- (a) delivered by personal service;
- (b) delivered by an express carrier service (e.g., Airborne Express, DHL Worldwide Express, Federal Express, United Parcel Service or the United States Postal Service (Express Mail only)) offering overnight delivery services to the most current physical address as

it appears on the books of the Company, in which priority handling service is specified on the carrier's air waybill (if available at the stated destination), and any associated delivery costs/charges thereon are prepaid by the sender; provided, however, that the time period on which a response to any Notice must be given shall commence on the date of shipment, evidenced by the sender's copy of the carrier's air waybill;

- (c) delivered by electronic mail (email) via the Internet utilizing "high-priority requested read receipt" service to the most current electronic (email) address as it appears on the books of the Company; provided, however, that the time period on which a response to any Notice must be given shall commence at the time of the electronic (email) transmission, evidenced by the date/time electronically recorded on the device used to send the electronic mail (email); or
- (d) delivered electronically by facsimile transmission to the most current designated facsimile number as it appears on the books of the Company; provided, however, that the time period on which a response to any Notice must be given shall commence at the time of the facsimile transmission, evidenced by:
 - (i) a hard-copy paper receipt ("printout") with a printed date/time stamp, or

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- (ii) the date/time electronically recorded on the device used to L:
send the facsimile transmission.

Rejection or other refusal to accept, or inability to deliver, because of
changed physical address, changed electronic (email) address or changed
facsimile number of which no prior Notice has been given to the sender
shall constitute receipt of the Notice.

11.2 Indemnification by Company

The Company shall indemnify and hold harmless any Member, Officer or individual who was or is a party defendant or is threatened to be made a party defendant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Company) by reason of the fact that he or she is or was a Member, Officer or employee or agent of the Company, or is or was serving at the request of the Company, against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the Members determine that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, has no reasonable cause to believe his or conduct was unlawful.

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11.3 Indemnification Funding

The Company shall fund the indemnification obligations provided by Section 11.2 herein in such manner and to such extent as the Members may from time to time deem proper.

11.4 Gender and Number

Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

11.5 Articles and Other Headings

The articles and other headings contained in these Articles are for reference purposes only and shall not affect the meaning or interpretation of these Articles.

11.6 Severability

If any particular provision of these Articles or any amendment(s) thereto shall be adjudicated by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, such provision, as to such jurisdiction, shall be ineffective, without invalidating the remaining provisions of these Articles or any such amendment(s) or affecting the validity or enforceability hereof/thereof or enforceability of such provision in any other jurisdiction. Notwithstanding the foregoing, if such provision could be more narrowly drawn so as not to be invalid, prohibited or unenforceable in such jurisdiction, it shall, as to such jurisdiction, be so narrowly drawn, without invalidating the remaining provisions of these

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Articles or any such amendment(s) or affecting the validity or enforceability of such provision in any other jurisdiction.

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ARTICLE XII: Amendments

12.1 These Articles may be altered, amended, restated or repealed, and new Articles may be adopted by a three-fourths (¾) vote of all of the Members, after Notice and sufficient opportunity for discussion of the proposed alteration, amendment, restatement or repeal.

ARTICLE XIII: Effective Date

13.1 This Company shall become effective as of the date of receipt by the Florida Department of State, Division of Corporations, of these Articles.

CERTIFICATION OF DESIGNATION OF REGISTERED AGENT

In compliance with Section 608.415, Florida Statutes, Cypress Bend Estates, LLC, desiring to organize as limited liability company under the laws of the State of Florida, hereby designates 208 West Carolina Street, Tallahassee, Florida 32302 as the street address of its initial registered agent, and hereby names Mallory E. Horne, who being located at said address, as its initial registered agent.

DATE:

April 12-2006


MALLORY E. HORNE
Managing Member

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in the certificate herein, the undersigned hereby accepts said appointment and agrees to act in such capacity. The

undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

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DATE: April 12-2006


MALLORY E. HORNE
Registered Agent