

W6000045337

Milton & Rhodes, PLLC
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Marianna, Florida 32447

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(City/State/Zip/Phone #)

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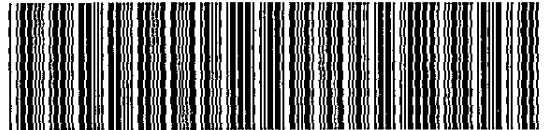
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 12, 2006

MILTON & RHODES, PLLC
P.O. BOX 1591
MARIANNA, FL 32447

SUBJECT: SPI DEVELOPMENT VENTURES, LLC
Ref. Number: W06000017420

We have received your document for SPI DEVELOPMENT VENTURES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 706A00024797

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MAY 11 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF SPI DEVELOPMENT VENTURES, LLC

Pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I

Name

The name of the limited liability company ("Company") is, SPI DEVELOPMENT VENTURES, LLC.

ARTICLE II

Duration

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Company Act; or
- (ii) By written agreement of a majority in capital interest of the Members.

ARTICLE III

Purpose

The purpose for which the Company is formed is to acquire, sell, own, and invest in real estate, as well as, to carry on any business whatsoever that this company may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this company, and to do all things specified and to have and to exercise all powers conferred by the laws of the State of Florida on limited liability companies formed under the laws pursuant to which, and under which, this company is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

ARTICLE IV

Registered Agent, Registered Office and Place of Business

The address of the Company's initial registered office and place of business in Florida is 2908 Northmont Drive, Tallahassee, FL 32303. Such address may be changed from time to time as provided in the Operating Agreement. The name of the Company's

initial registered agent at that address is John W. Lentz, VII. Having been named as registered agent and by executing these Articles of Organization through my authorized representative, Mr. A. Clay Milton, Esq., I, John W. Lentz, VII, agree to accept service of process for the above stated limited liability company at the place designated in this certificate, and 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.

ARTICLE V

Capital Contributions

Contributions to the capital of the Company shall be made by the Members, from time to time, in the manner prescribed by a written Operating Agreement to be made and entered into by the Members, and which may be amended from time to time in accordance with its terms.

ARTICLE VI

Members

The Company shall have at least one (1) Member, and may admit additional members upon the prior unanimous written consent of the then existing Members, or as otherwise provided in the Operating Agreement. The original members and their address are as follows:

John W. Lentz, VII, 2908 Northmont Drive, Tallahassee, FL 32303

Douglas F. Cluba, 8804 River Road, Columbus, GA 33904-1122

The Miller Real Estate Trust, 2367 Woodleaf Lane, Decatur, GA 30033

ARTICLE VII

Management

The initial managing member shall be John W. Lentz, VII. The managing member shall have all of the powers and duties as enumerated and set out in the Operating Agreement.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 6th day of April, 2006, by the undersigned Organizer, who affirms that the statements made herein are true under the penalties of perjury.

SPI DEVELOPMENT VENTURES, LLC

BY: 

A. Clay Milton, Esq.
Its: Authorized Representative & Organizer

REGISTERED AGENT ACCEPTANCE

BY: 

John W. Lentz, VII

STATE OF ALABAMA
COUNTY OF HOUSTON

The foregoing instrument was sworn to and subscribed to before me this 6th day of April, 2006 by A. Clay Milton, as the Organizer and Authorized Representative of SPI DEVELOPMENT VENTURES, LLC, who is personally known to me.

Tara Eden Hatfield
 NOTARY PUBLIC SIGNATURE
 TARA EDEN HATFIELD
 PRINT NAME OF NOTARY PUBLIC
 MY COMMISSION EXPIRES: 10/5/08

STATE OF Florida
 COUNTY OF Leon

The foregoing instrument was sworn to and subscribed to before me this 6th day of April, 2006 by John W. Lentz, VII, as the Registered Agent of SPI DEVELOPMENT VENTURES, LLC, who is personally known to me.

Shari True
 NOTARY PUBLIC SIGNATURE
 SHARI TRUE
 PRINT NAME OF NOTARY PUBLIC
 MY COMMISSION EXPIRES: 7/26/07

STATE OF FL
 COUNTY OF LEON

