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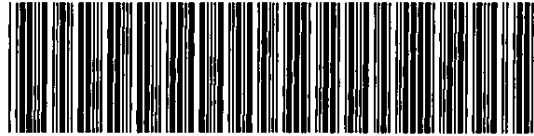
(Business Entity Name)

(Document Number)

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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Spruce Investments, LLC  
(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:

Cathryn Birle  
(Name of Person)

Spruce Investments, LLC  
(Firm/Company)

122 W. Hillcrest Street  
(Address)

Altamonte Springs, FL 32714  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Cathryn Birle at ( 407 ) 383-5111  
(Name of Person) (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  
Spruce Investments, LLC**

THESE ARTICLES OF ORGANIZATION forming a limited liability company under the laws of the State of Florida are made and executed this 13th day of June, 2006, by the undersigned.

1. **Name.** The name of the limited liability company is Spruce Investments, LLC (hereinafter referred to as the "Company").

2. **Address.** The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:  
122 W. Hillcrest Street  
Altamonte Springs, FL 32714

Mailing Address:  
122 W. Hillcrest Street  
Altamonte Springs, FL 32714

3. **Term.** The term or period of duration of the Company shall commence as of the date of the filing of these Articles of Organization with the Florida Division of Corporations and Commercial Code and shall continue for a term of twenty (20) years from that date, unless sooner terminated pursuant to law or the provisions of the Company's Operating Agreement.

4. **Business Purpose.** The character and purposes of the Company and its business are (1) real estate development; (2) 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 herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same is consistent with the laws of the State of Florida.

5. **Registered Office and Agent.** The street address of the Company's registered office is 122 W. Hillcrest Street, Altamonte Springs, FL 32714. The name of the Company's initial registered agent at that address is Cathryn G. Birle.

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

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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..

Cathryn G. Birle  
Cathryn G. Birle, Registered Agent

6. **Management.** The management of the company shall be vested in the Managers and a majority of the Managers voting shall be necessary for all decisions affecting the Company. The Managers shall serve until their successors are appointed or until their resignation or removal. The initial Managers of the company and their addresses are as follows:

**Cathryn G. Birle**  
**122 W. Hillcrest Street**  
**Altamonte Springs, FL 32714**

**Candace A. Birle**  
**840 N. Triplet Lake Drive**  
**Casselberry, FL 32707**

7. **Members.** This company will have two (2) or more Members upon formation and will always maintain at least two (2) Members. New Members may be added to the Company only with the unanimous consent of all the existing Members. If a Member sells or assigns an interest in the Company, the purchaser or assignee is entitled to all of the financial rights of the selling or assigning Member in the Company. The purchaser or assignee IS ( ) IS NOT ( X ) permitted to participate in the management of the Company without the MAJORITY ( ) UNANIMOUS ( X ) consent of the non-selling Members. The Organizing Members of the Company and their addresses are as follows:

**Cathryn G. Birle**  
**122 W. Hillcrest Street**  
**Altamonte Springs, FL 32714**

**Alex C. Birle**  
**122 W. Hillcrest Street**  
**Altamonte Springs, FL 32714**

**Donald C. Birle**  
**840 N. Triplet Lake Drive**  
**Casselberry, FL 32707**

As provided in the Company's Operating Agreement, certain powers are vested solely in the Members, acting unanimously, and in the event all Managers resign or are removed from office as provided in the Company's Operating Agreement, the business of the Company shall be under the exclusive management of the Members, acting unanimously.

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8. **Continuation of Business.** Under the terms of the operating agreement, the Members MAY ( ) MAY NOT ( X ) continue the business without dissolution upon the death, expulsion, resignation, or withdrawal of a Member from the Company WITH ( ) WITHOUT ( X ) the consent of all of the remaining Members.

9. **Tax Treatment.** The Members intend that this company will for federal tax purposes be treated as an S-CORPORATION ( X ) PARTNERSHIP ( ).

10. **Contributions.** The Members of the Company have made the following contributions to the Company:

MEMBER: Cathryn Birle

CONTRIBUTION: \$5,000

MEMBER: Alex Birle

CONTRIBUTION: \$5,000

MEMBER: Donald Birle

CONTRIBUTION: \$5,000

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11. **Member Liability.** The Members will not be liable for the debts and obligations of the Company.

12. **Effective Date.** Effective date, if other than the date of filing: June 13,  
2006.

The undersigned hereby acknowledge and affirm to the below named notary public that (1) they appeared before such notary public, hold the positions or titles set forth, and, on behalf of the above named limited liability company by proper authority, either executed the foregoing document before such notary public or acknowledged to such notary public that the undersigned executed the foregoing document, and that (2) the foregoing document was the act of such limited liability company for the purpose stated in it.

(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.)

Dated the 13<sup>th</sup> day of June, 2006.

Cathryn G. Birle  
Cathryn G. Birle, Manager/Member

Alex C. Birle  
Alex C. Birle, Member

Donald C. Birle  
Donald C. Birle, Member

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STATE OF FLORIDA       )  
                                  : SS  
COUNTY OF SEMINOLE   )

BEFORE ME, the undersigned, a Notary Public in and for said County and State, personally appeared Cathryn G. Birle, Alex C. Birle, and Donald C. Birle, personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that, by their signatures on the instrument, the persons executed the instrument.

Dale C. McDyer 6/13/06  
NOTARY PUBLIC



**Dale C. McDyer**  
Commission #DD147081  
Expires: Sep 03, 2006  
Bonded Through  
Atlantic Bonding Co., Inc.