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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 521137 7117422

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 155.00

ORDER DATE : October 12, 2006

ORDER TIME : 10:37 AM

ORDER NO. : 521137-010

CUSTOMER NO: 7117422

DOMESTIC FILING

NAME: MAGNOLIA TRACE OF PALM COAST,
LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
MAGNOLIA TRACE OF PALM COAST, LLC
A LIMITED LIABILITY COMPANY**

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

ARTICLE I

The name of the Limited Liability Company is: MAGNOLIA TRACE OF PALM COAST, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is: Atrium Suite, 1 Florida Park Drive South, Palm Coast, FL 32137.

ARTICLE III

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers, as may be set forth in the Operating Agreement. Until otherwise provided in the Operating Agreement, the name and address of the initial Manager(s) shall be:

Merrimen Enterprises, LLC, Atrium Suite, 1 Florida Park Drive South, Palm Coast, FL 32137

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ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement.

I have signed these Articles of Organization and acknowledged them to be my act this 11 day of October, 2006.

By:


B. PAUL KATZ, AGENT

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED FOR
MAGNOLIA TRACE OF PALM COAST, LLC**

IN COMPLIANCE WITH SECTION 608.507, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED AGENT, DESIRING TO ORGANIZE OR
QUALIFY THE ABOVE REFERENCED LIMITED LIABILITY COMPANY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
ATRIUM SUITE, 1 FLORIDA PARK DRIVE SOUTH, PALM COAST, FLORIDA, 32137,
HAS NAMED B. PAUL KATZ, LOCATED AT ATRIUM SUITE, 1 FLORIDA PARK DRIVE
SOUTH, PALM COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


B. PAUL KATZ, AGENT

DATE: October 11, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


REGISTERED AGENT

DATE: October 11, 2006

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