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Florida Department of State  
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DIVISION OF CORPORATIONS

### FLORIDA/FOREIGN LIMITED LIABILITY CO.

BELL TOWER DEVELOPMENT, LLC

10/20

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**ARTICLES OF ORGANIZATION  
OF  
BELL TOWER DEVELOPMENT, LLC**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this company is **BELL TOWER DEVELOPMENT, LLC**

**ARTICLE II  
PERIOD OF DURATION**

This company shall commence as of the date these Articles of Organization are filed with the Department of State of the State of Florida and shall exist perpetually thereafter, unless this company is dissolved pursuant to the terms of the operating agreement for this company or by operation of law.

**ARTICLE III  
BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this company, or the objects or purposes of this company, shall be as follows:

- a) To purchase Property, to develop and operate the Project, and to do all things necessary, advisable and expedient in connection with, or incidental to, such activities.
- b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- c) To own real and personal property necessary for the rendering of the above professional services.
- d) In general, to have and exercise all powers conferred by the laws of Florida upon limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

**ARTICLE IV  
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of this company shall be 390 16<sup>th</sup> Avenue So., Suite 16, Jacksonville Beach, Florida 32250.

**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this company shall be located at 390 16<sup>th</sup> Avenue So., Suite 16, Jacksonville Beach, Florida 32250, and the initial registered agent of this company at such office shall be Jonathan Plumb.

**ARTICLE VI**  
**MANAGEMENT OF COMPANY**

Management of this limited liability company is reserved to its members, whose names and addresses, and Membership Units and Sharing Ratios in the company, are as follows:

<b>Names of Members</b>	<b>Address</b>	<b>No. of Units</b>	<b>Sharing Ratio</b>
Lawrence Patrick O'Reilly	138 Palm Coast Pkwy. NE Box 334 Palm Coast, FL 32137	1	50.00
Jonathan Plumb	390 16 <sup>th</sup> Avenue So. Suite 16 Jacksonville Beach, FL 32250	1	50.00

**ARTICLE VII**  
**OPERATING AGREEMENT**

The power to adopt the operating agreement for this company, to alter, amend, or repeal the operating agreement, or to enter into a new operating agreement, shall be vested in the members of this company. The operating agreement for this company shall be for the government of this company and may contain provisions or requirements for the management or conduct of the affairs and business of this company, provided the same are not inconsistent with the provisions of these Articles of Organization, or contrary to the laws of the State of Florida or the United States.

**ARTICLE VIII**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**

Theses Article of Organization may be amended at any time by unanimous vote of the members of the company.

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IN WITNESS WHEREOF, the undersigned authorized representative of a member of this company has executed these Articles of Organization this 19 day of OCTOBER 2006.

  
Jonathan Plumb

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 19th day of October 2006, by Jonathan Plumb, as an authorized representative of this company, who is personally known to me.

MICHELLE GUTHRIE  
Notary Public, State of Florida  
My comm. exp. Apr. 3, 2007  
Comm. No. DO 200171

  
Notary Public, State of Florida

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of **BELL TOWER DEVELOPMENT, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this 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 the position of registered agent.

DATED this 19 day of OCTOBER, 2006



Jonathan Plumb  
Registered Agent

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**Exhibit C**

**SCHEDULE OF MEMBERS**

<b><u>Name</u></b>	<b><u>Percentage Interest</u></b>
LAWRENCE P. O'REILLY	50%
JONATHAN PLUMB	50%
TOTALS	<u>100.00%</u>

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**Exhibit D**

**SCHEDULE OF CAPITAL CONTRIBUTION**

<b><u>Name</u></b>	<b><u>Capital Contribution</u></b>
LAWRENCE P. O'REILLY	\$10,000.00
JONATHAN PLUMB	\$10,000.00

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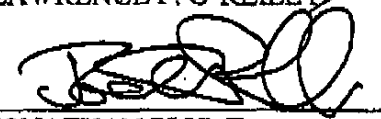
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Exhibit E

ACKNOWLEDGMENT

MANAGERS:

  
\_\_\_\_\_  
LAWRENCE P. O'REILLY  
\_\_\_\_\_  
JONATHAN PLUMB

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