

L07000044966

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

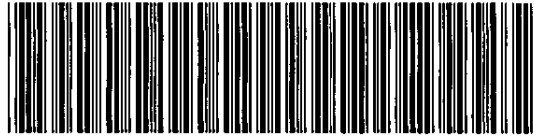
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

[Handwritten Signature]

Office Use Only



100095489741

FILED
07 APR 27 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2007 APR 27 AM 10:58
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 871505 9955A

AUTHORIZATION :

COST LIMIT : \$ 155.00

FILED
07 APR 27 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 27, 2007

ORDER TIME : 9:42 AM

ORDER NO. : 871505-005

CUSTOMER NO: 9955A

DOMESTIC FILING

NAME: FIRST FLAGLER PARTNERS, 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: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
FIRST FLAGLER PARTNERS, LLC
a Florida Limited Liability Company**

FILED
07 APR 27 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I – NAME

The name of this company shall be FIRST FLAGLER PARTNERS, LLC

ARTICLE II – DURATION/CONTINUATION

The period of this company's duration shall continue for a period of twenty-five years from the date hereof or until terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued with the consent of all the remaining members.

ARTICLE III – ADDRESS OF PRINCIPAL OFFICE

The street and mailing address is c/o Bruce Page, 1520 Lambert Avenue, Flagler Beach, FL 32136.

ARTICLE IV – REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows: Chiumento & Guntharp, P.A., 4 Old Kings Road North, Suite B, Palm Coast, FL 32137

ARTICLE V – MEMBERS

The initial members of the limited liability company are as follows:

A. W. Baylor
1860 County Road 2006
Bunnell, FL 32110

Michael D. Chiumento
4 Old Kings Road North, Suite B
Palm Coast, FL 32137

Samuel E. Cline
18 Utility Drive
P.O Box 354425
Palm Coast, FL 32135

Bruce E. Page
1520 Lambert Ave.
Flagler Beach, FL 32136

C. Scott Crews
P.O. Box 69
Bunnell, FL 32110

Robert Devore
64 Christopher Ct.
Palm Coast, FL 32137

Thomas L. Gibbs
33 Sugar Mill Lane
Flagler Beach, FL 32136

Albert B. Johnston, Jr.
P.O. Box 245
Bunnell, FL 32110

Gerald P. Keyes
1 Florida Park Drive N., Ste 107
Palm Coast, FL 32137

Michael Machin
129 Barrington Drive
Palm Coast, FL 32137

ARTICLE VI – ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

ARTICLE VII – MANAGEMENT

The day-to-day affairs of the Company shall be managed by the Manager who shall be a member. Bruce E. Page is hereby designated to serve as the initial Manager.

ARTICLE VIII – AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX – INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company (“Indemnitee”), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be

amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be inclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X – REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.


ARTICLE XI – INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XII – TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

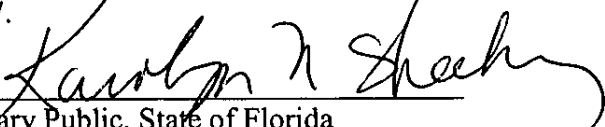
IN WITNESS WHEREOF, the undersigned as an authorized representative of a Member has hereunto set his hand and seal this 23rd day of April, 2007.

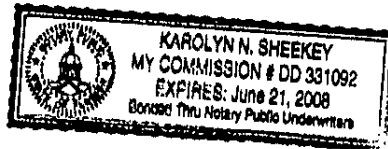

Michael D. Chiumento
Authorized Representative of a Member

STATE OF FLORIDA
COUNTY OF FLAGLER

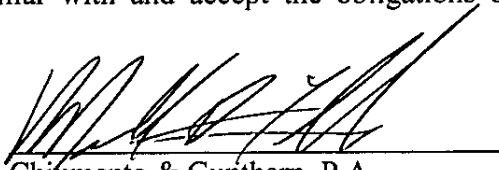
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Michael D. Chiumento who is personally known to me or who produced a driver's license as identification, and who is described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this
23 day of April 2007.


Notary Public, State of Florida
My Commission Expires:



Having been named as registered agent and to accept service of process for the above named 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 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.


Chiumento & Guntharp, P.A.
By: Michael D. Chiumento
Registered Agent
Date: April 23, 2007