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(Requestor's Name)

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☐ PICK-UP

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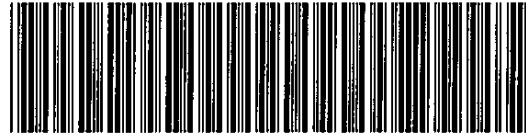
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(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** DOBS of Walton County, 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:

Barry Ogrin

(Name of Person)

(Firm/Company)

10605 Mendocino Lane

(Address)

Boca Raton, FL 33428

(City/State and Zip Code)

For further information concerning this matter, please call:

Barry Ogrin

(Name of Person)

at ( 561 ) 477-8770

(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

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# Barry Ogrin

10605 Mendocino Lane  
Boca Raton, FL 33428  
561-477-8770

May 22, 2007

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sirs:

Attached you will find the following for registering a new Florida LLC:

- 1) Transmittal Letter
- 2) Articles of Organization
- 3) Operating Agreement
- 4) Federal FEIN Document (application faxed in 5/21/07- number pending)

I have also enclosed a check for \$130, which represents the \$125 filing fee, and \$5.00 Certificate of Status.

Should you need any additional information, please advise.

Sincerely,

  
Barry Ogrin  
Managing Member  
DOBS of Walton County, LLC

BCO/s  
Encls.

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## ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

### ARTICLE I - Name:

The name of the Limited Liability Company is:

DOBS of Walton County, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

#### Principal Office Address:

10605 Mendocino Lane

Boca Raton, FL 33428

#### Mailing Address:

10605 Mendocino Lane

Boca Raton, FL 33428

### ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Barry Ogrin

Name

10605 Mendocino Lane

Florida street address (P.O. Box **NOT** acceptable)

Boca Raton, FL 33428

City, State, and Zip

*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 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..*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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The name and address of each Manager or Managing Member is as follows:

"MGRM" = Managing Member

**Name and Address:**

MGRM

Barry Ogrin

10605 Mendocino Lane

Boca Raton, FL 33428

**MGR**

David Stone

3207 Barton Road

Pompano Beach, FL 33062

MGR

Susan Brown

3207 Barton Road

Pompano Beach, FL 33062

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

Signature of a member or an authorized representative of a member.

(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.)

Barry Ogrin

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

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# **ARTICLES OF ORGANIZATION**

**OF**

## **DOBBS of Walton County, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

### **ARTICLE 1- NAME**

The name of the limited liability company shall be DOBS of Walton County, LLC ("Company")

### **ARTICLE 2- ADDRESS**

The principal place of business of the Company in Florida shall be 10605 Mendocino Lane, Boca Raton, FL 33428 and the mailing address shall be the same.

### **ARTICLE 3- EFFECTIVE DATE**

The Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 4- DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

### **ARTICLE 5- PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the business of real estate development and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### **ARTICLE 6- REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Company is 10605 Mendocino Lane, Boca Raton, FL 33428. The name and address of the registered agent of this Company is Barry Ogrin, 10605 Mendocino Lane, Boca Raton, FL 33428.

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## **ARTICLE 7- ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE 8- TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

## **ARTICLE 9- MANAGEMENT**

The Company shall be managed by a manager in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who are to serve as manager(s) are:

Operating Manager:	Barry Ogrin
Vice Operating Manager/:	David Stone
Treasurer	
Secretary:	Susan Brown

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Whose addresses shall be the same as the principal office of the Company.

**IN WITNESS WHEREOF**, The undersigned an authorized representative of the members. Has made and subscribed these Articles of Organization at Boca Raton, Florida, for the foregoing uses and purposes, this May 21, 2007.



\_\_\_\_\_  
Barry Ogrin, Authorized Representative of the Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Barry Ogrin, having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4165, Florida Statutes and other applicable Florida Statutes.



\_\_\_\_\_  
Barry Ogrin, Operating Manager

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# **OPERATING AGREEMENT OF DOBS of Walton County, LLC**

## **ARTICLE 1 - BUSINESS OFFICES**

- 1.1 Principal Office. The principal office of the Company in the State of Florida shall be located at 10605 Mendocino Lane, Boca Raton, FL 33428. The company may have such other offices, either within or without the State of Florida as Members may designate or as the business of the Company may from time to time require.
- 1.2 Registered Office. The registered office of the Company, required by the Company to be maintained in the State of Florida may but need not, be identical with the Principal Office in the State of Florida. The address of the initial registered office of the company is 10605 Mendocino Lane, Boca Raton, FL 33428; and the initial registered agent at such address is Barry Ogrin. The registered office and the registered agent may be changed from time to time by the action of the Members and by filing the prescribed form with the Florida Secretary of State.

## **ARTICLE II - MEETINGS**

- 2.1 Annual Meetings. The annual meeting of the Members shall be held the first Friday in the month of December in each year, beginning with the year 2007 at the hour of 2:00 pm, for the purpose of electing an Operating Manager and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election shall not be held on the day designated herein for the annual meeting of Members, or at any adjournment thereof, the Member shall cause the election to be held at special meeting of the Members as soon thereafter as it may be conveniently held.
- 2.2 Regular Meetings. The Members may by resolution prescribe the time and place for the holding of regular meetings and may provide that the adoption of such resolution shall constitute notice of such regular meetings. If the Members do not prescribe the time and place for holding of regular meetings, such regular meetings shall be held at the time and place specified by the Operating Manager in the notice of such regular meeting.
- 2.3 Special Meetings. Special meetings for the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Operating Manager or by any two Members.
- 2.4 Notice of Meeting. Written or telephonic notice stating the place, day and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than three (3) days before the date of the meeting, either personally or by mail, by or at the direction of the Operating Manager, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the

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Member at his address as it appears on the books of the Company, with postage thereon prepaid. When all the Members of the Company are present at any meeting, or if those not present sign in writing a waiver of notice of such meeting, or subsequently ratify all the proceedings thereof, the transactions of such meeting are valid as if a meeting were formerly called and notice had been give.

- 2.5 Quorum. At any meeting of the Members, a majority of the equity interests, as determined from the capital contribution of each Member as reflected by the books of the Company, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than said majority of the equity interests are represented at a meeting, a majority of the interests so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be transacted at the meeting as originally notified, the Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.
- 2.6 Proxies. At all meetings of Members, a member may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Operating Manager of the Company before or at the time of the meeting. No proxy shall be valid after three months from the date of execution, unless otherwise provided in the proxy.
- 2.7 Voting by Certain Members. Management Certificates standing in the name of the corporation, partnership or company may be voted by such officer, partner, agent or proxy as the Bylaws of such entity may prescribe or, in the absence of such provision, as the Board of Directors of such entity may determine. Certificates held by a trustee, personal representative, administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such certificates into his name.
- 2.8 Manner of Acting.
- 2.8.1 Formal action by Members. Ordinarily, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members. Upon demand of any Member, voting on a particular issue may be in accordance with percentage of equity ownership in the Company.
- 2.8.2 Procedure. The Operating Manager of the Company shall preside at meetings of the Members, any move or second any item of business but shall not vote upon any matter when there is an even number of Members present and the members are evenly divided as to an issue. A record shall be maintained of the meetings of the Members. The Members may adopt their own rules of procedure which shall not be inconsistent with the Operating Agreement.
- 2.8.3 Presumption of Assent. A Member of the Company who is present at a meeting of the Members at which action on any matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or

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shall forward such dissent by certified mail to the secretary of the meeting immediately after the adjournment of the meeting.

- 2.8.4 Informal Action of Members. Unless otherwise provided by law, any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter.

- 2.9 Order of Business. The order of business at all meetings of the Members shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Report of the Operating Manager.
5. Reports of Committees.
6. Unfinished Business.
7. New Business.

- 2.10 Telephonic Meeting. Members of the Company may participate in any meeting of the Members by means of conference telephone or similar communication if all persons participating in such meeting can hear one another for the entire discussion of the matter(s) to be voted upon. Participating in a meeting pursuant to this Section shall constitute presence in person at such meeting.

### ARTICLE III - FISCAL MATTERS

- 3.1 Fiscal Year. The fiscal year of the Company shall begin on the first day of January and end on the last day of December each year unless otherwise determined by resolution of the Members.
- 3.2 Deposits. All funds of the company shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the Operating Manager may select.
- 3.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Company shall be signed by the Operating Manager.
- 3.4 Loans. to specific instances. No loans shall be contracted on behalf of the Company or no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Members. Such authority may be general or confined
- 3.5 Contracts. The Members may authorize any Member or agent of the Company, in addition to the Operating Manager, to enter into any contract or execute any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

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- 3.6 Accountant. An Accountant may be selected from time to time by the Operating Manager to perform such tax and accounting services as may, from time to time be required. The Accountant may be removed by the Operating Manager without assigning any cause.
- 3.7 Legal Counsel. One or more Attorney(s) at Law may be selected from time to time by the Operating Manager to review the legal affairs of the Company and to perform such other services as may be required and to report to the Operating Manager with respect thereto. The Legal Counsel may be removed by the Operating Manager without assigning any cause.

#### ARTICLE IV - MANAGEMENT CERTIFICATES AND THEIR TRANSFER

- 4.1 Certificates. Management Certificates representing equity interest in the Company shall be in such form as shall be determined by the Operating Manager. Such Management Certificates shall be signed by the Operating Manager. All Management Certificates shall be consecutively numbered or otherwise identified. The name and address of the person to whom the Management Certificates are issued, with the Capital Contribution and the rate of issued shall be entered in the Certificate Register of the Company. In case of a lost, destroyed or mutilated Management Certificate, a new one may be issued upon such terms and indemnity to the Company as the Operating Manger may prescribe.
- 4.2 Certificate Register. Any and all changes in Members or their amount of capital contribution shall be formalized by filing notice of the same with the Secretary of State by amendment or the Articles or Organization. The most recent filing of the Articles or Organization, as amended, shall be deemed the Register of Certificates.
- 4.3 Transfers of Shares. Any Member proposing a transfer or assignment of his Certificate shall give the Company, at least sixty (60) days prior written notice, of all the details and consideration of the proposed transfer or assignment. The company, for the benefit of the remaining Members, shall have the first right to acquire the equity by cancellation of the Certificate under the same terms and conditions as provided in the formal Articles of Organization, as filed with the Florida Secretary of State for Members who are deceased, retired, resigned, expelled or dissolved. If the Company declines to elect such option, the remaining Members desiring to participate may proportionately (or in such proportions as the remaining Members may agree) purchase such interest under the same terms and conditions first proposed by the withdrawing Member. If the transfer or assignment is made as originally proposed and the other members fail to approve the transfer or assignment by unanimous written consent, the transferee or assignee shall have no right to participate in the management of the business and affairs of the Limited Liability Company and to become a Member. The transferee or assignee shall only be entitled to receive the share of the profit or other compensation by way of income and the return of contributions to which that Member would otherwise be entitled.

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## ARTICLE V - BOOKS AND RECORDS

- 5.1 Books and Records. The books and records of the company shall be kept at the principal office of the company or at such other places, within or without the state of Florida, as the Members shall from time to time determine.
- 5.2 Right of Inspection. Any Member of record shall have the right to examine, at any reasonable time or times for all purpose, the books and records of account, minutes and records of Members and to make copies thereof. Such inspection may be made by any agent or attorney of the member. Upon the written request of any Member of the company, it shall mail to such Member its most recent financial statements, showing in reasonable detail its assets and liabilities and the results of its operations.
- 5.3 Financial Records. All financial records shall be maintained and reported based on generally accepted accounting practices.

## ARTICLES VI - CAPITAL CONTRIBUTIONS

- 6.1 Initial Capital Contributions. The undersigned members agree to share in all post formation capital contributions, profits, and surplus of the Limited Liability Company according to the percentage of their ownership. Each member own an undivided interest in the business and Company as follows:

<u>Names of Members</u>	<u>Ownership Interest</u>
Barry Ogrin	Fifty Percent (50%)
David Stone	Twenty Five Percent (25%)
Susan Brown	Twenty Five Percent (25%)

- 6.2 Additional Capital Contributions. Any of the above Members shall contribute any additional capital deemed necessary for the operation of the Limited Liability Company, provided however, that in the event that any Member deems it advisable to refuse or fails to contribute his share of any or all of the additional capital, then the other Members or any one of them may contribute the additional capital not paid in by such refusing Member and shall receive therefore an increase in the proportionate share of the ownership or interest in the entire company in direct proportion to the said additional capital contributed.

## ARTICLE VII - PROFITS, LOSSES AND DISTRIBUTIONS

- 7.1 Allocation of Profits and Losses. All profits of the Limited Liability Company shall be shared by each such member(s) according to the percentage of interest each member owns. A separate capital account shall be maintained for each member. No member shall make any withdrawal from the capital account without the prior approval of the Limited Liability Company.
- 7.2 Distributions. The Members may from time to time unanimously declare, and the Company may distribute, accumulated profits agreed not necessary for the cash needs of the Company's business. Unless otherwise provided, retained profits shall be deemed an increase in capital contribution of the Company.

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- 7.3 Management Fee(s). No payment of a Management Fee shall be made to the Operating Manager.

## ARTICLE VIII – OFFICERS

- 8.1 Operating Manager. The Operating Manger shall be the chief executive officer of the Company responsible for the general overall supervision of the business and affairs of the Company. He shall, when present, preside at all meetings of the Members. The Operating Manager may sign, on behalf of the company, such deeds, mortgages, bonds, contracts or other instruments which have been appropriately authorized to be executed, by the Members except in the cases where the signing or execution thereof shall be expressly delegated by the Members or by this Operating Agreement or by Statute to some other Officer or Agent of the Company, and, in general, he shall perform all duties as may be prescribed from time to time.

The specific authority and responsibility of the Operating Manager shall also include the following:

- 1) The Operating Manager shall effectuate this Operating Agreement and the regulations and decisions of the Members.
- 2) The Operating Manager shall direct and supervise the operations of the Company.
- 3) The Operating Manager shall set and adjust wages and rates of pay for all personnel of the Company and shall appoint, hire and dismiss all personnel and regulate their hours of work.
- 4) The Operating Manager shall keep the Members advised in all matters pertaining to the operation of the Company, services, rendered, operating income and expense, financial position, and, to this end, shall prepare and submit a report to the Members at each regular meeting and at other times as may be directed by the Members.

- 8.2 Other Officers. The Company may, at the discretion of the Members, have additional Officers, including without limitation, one or more Vice-Operating Managers, one or more Secretaries and one or more Treasurers. One person may hold two or more offices, except one person may not hold both the office of the Operating manager and the office of Secretary. When the incumbent of an office is (as determined by the incumbent himself or by the Members) unable to perform the duties thereof, or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer), the duties of the office shall be performed by the person specified by the Members.
- 8.3 Election and Tenure. The Officers of the Company shall be elected annually by the Members at the annual meeting. Each Officer shall hold office from the date of his election until the next annual meeting and until his successor shall have been elected, unless he shall sooner resign or be removed.
- 8.4 Resignations and Removal. Any Officer may resign at any time by giving written notice to the Operating Manager or to all of the members, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it

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effective. Any Officer may be removed at any time by the Members with our without cause.

- 8.5 Vacancies. A vacancy in any office may be filled for the unexpired portion of the term by the Members.
- 8.6 Salaries. The salaries of the officers shall be fixed from time to time by the Operating Manager and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Member of the Company.

#### ARTICLE IX – MISCELLANEOUS

- 9.1 Notice. Any notice required or permitted to be given pursuant to the provisions of the Statute, the Articles of Organization of the Limited Liability Company or this Operating Agreement shall be effective as of the date personally delivered, or if sent by mail on the date deposited with United State Postal Service, prepaid and addressed to the intended receiver at his last known address as shown in the records of the Limited Liability Company.
- 9.2 Waiver of Notice. Whenever any notice is required to be given pursuant to the provision of the Statute, the Articles of Organization of the Limited Liability Company or this Operating Agreement, a waiver thereof, in writing, signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 9.3 Indemnification by Company. The Limited Liability Company may indemnify any person who was or is a party defendant or is threatened to be made a party defendant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a Member of the company, officer, employee or agent of the company, or is or was serving at the request of the Company, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if the Members determine that that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Company, and with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he reasonably believed to be in the best interest of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- 9.4 Indemnification Funding. The Company shall fund the indemnification obligations provided by Section 8.3 in such manner and to such extent as the Members may from time to time deem proper.
- 9.5 Duality of Interest Transactions. Members of this Company have a duty of undivided loyalty to this Company in all matters affecting this Company's interests.

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- 9.6 Anticipated Transactions. Notwithstanding the provision of Section 8.5, it is anticipated that the Members and Officers will have other legal and financial relationships. Representatives of this Company, along with representatives of other entities, may from time to time participate in the joint development of contract and transactions designed to be fair and reasonable to each participant and to afford an aggregate benefit to all participants. Therefore, it is anticipated that this Company will desire to participate in such contracts and transactions and, after ordinary review for reasonableness, that the participation of the Company in such contracts and transactions may be authorized by the Members.
- 9.7 Reimbursement of Officers and Members. Officers and Members shall receive reimbursement for expenses reasonably incurred in the performance of their duties.
- 9.8 Buy Out Option. One member may buy-out the interests of the other owner only upon death, bankruptcy, insolvency, or forced liquidation of the other member based upon the then fair market value of all assets of the Company, less all debts, interest due, liens placed and creditor acknowledged.

## ARTICLE X - AMENDMENTS


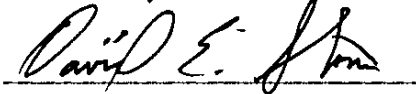

- 10.1 Amendments. This Operating Agreement may be altered, amended, restated or repeated and a new Operating Agreement may be adopted by three-fourths action of all the Members, after notice and opportunity for discussion of the proposed alteration, amendment, restatement, or repeal.

## CERTIFICATION

THE UNDERSIGNED, being all Members of DOBS of Walton County, LLC, a Florida Limited Liability Company, hereby evidence their adoption and ratification of the foregoing Operating Agreement of the Company.

Executed by each Member on the date indicated below.

### WITNESS OR ATTEST

Barry Ogrin, Operating Member		May 21, 2007
David Stone, Member		May 21, 2007
Susan Brown, Member		May 21, 2007

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The following resolution was then duly made and carried:

RESOLVED, that the Operating Manager is hereby directed to open an account and deposit the funds of DOBS of Walton County, LLC, with the bank agreed on by the Members. All drafts, checks and notes made in the name of DOBS of Walton County, LLC, signed by such person(s) as are agreed on by the members.

Furthermore, it is

RESOLVED, that any and all resolutions required by the bank to effect the foregoing arrangement are hereby authorized and agreed to and adopted as the actions of the members of DOBS of Walton County, LLC.

There being no further business requiring member action or consideration,

On motion duly, made, seconded and carried, the meeting was adjourned.

  
Barry Ogrin, Operations Manager

  
David Stone, Vice-Operations Manager & Treasurer

  
Susan Brown, Secretary

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Date: May 21, 2007

# Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

▶ See separate instructions for each line. ▶ Keep a copy for your records.

OMB No. 1545-0003

EIN

Type or print clearly.	1 Legal name of entity (or individual) for whom the EIN is being requested <b>DOBS of Walton County, LLC</b>	
	2 Trade name of business (if different from name on line 1)	3 Executor, administrator, trustee, "care of" name
	4a Mailing address (room, apt., suite no. and street, or P.O. box) <b>10605 Mendocino Lane</b>	5a Street address (if different) (Do not enter a P.O. box.)
	4b City, state, and ZIP code <b>Boca Raton, FL 33428</b>	5b City, state, and ZIP code
	6 County and state where principal business is located <b>Palm Beach County, FL</b>	
	7a Name of principal officer, general partner, grantor, owner, or trustor <b>Barry Ogrin</b>	7b SSN, ITIN, or EIN

8a Type of entity (check only one box)	<input type="checkbox"/> Estate (SSN of decedent)
<input type="checkbox"/> Sole proprietor (SSN)	<input type="checkbox"/> Plan administrator (SSN)
<input checked="" type="checkbox"/> Partnership	<input type="checkbox"/> Trust (SSN of grantor)
<input type="checkbox"/> Corporation (enter form number to be filed) ▶	<input type="checkbox"/> National Guard <input type="checkbox"/> State/local government
<input type="checkbox"/> Personal service corporation	<input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military
<input type="checkbox"/> Church or church-controlled organization	<input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises
<input type="checkbox"/> Other nonprofit organization (specify) ▶	Group Exemption Number (GEN) ▶
<input type="checkbox"/> Other (specify) ▶	

8b If a corporation, name the state or foreign country (if applicable) where incorporated	State	Foreign country
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9 Reason for applying (check only one box)	<input type="checkbox"/> Banking purpose (specify purpose) ▶
<input checked="" type="checkbox"/> Started new business (specify type) ▶ <b>LLC with three members</b>	<input type="checkbox"/> Changed type of organization (specify new type) ▶
<input type="checkbox"/> Hired employees (Check the box and see line 12.)	<input type="checkbox"/> Purchased going business
<input type="checkbox"/> Compliance with IRS withholding regulations	<input type="checkbox"/> Created a trust (specify type) ▶
<input type="checkbox"/> Other (specify) ▶	<input type="checkbox"/> Created a pension plan (specify type) ▶

10 Date business started or acquired (month, day, year). See instructions. <b>5/21/2007</b>	11 Closing month of accounting year <b>December</b>
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12 First date wages or annuities were paid (month, day, year). Note. If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year)	▶ <b>N/A</b>
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13 Highest number of employees expected in the next 12 months (enter -0- if none).	Agricultural	Household	Other
Do you expect to have \$1,000 or less in employment tax liability for the calendar year? <input type="checkbox"/> Yes <input type="checkbox"/> No. (If you expect to pay \$4,000 or less in wages, you can mark yes.)	-0-	-0-	-0-

14 Check one box that best describes the principal activity of your business.	<input type="checkbox"/> Health care & social assistance	<input type="checkbox"/> Wholesale-agent/broker
<input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing	<input type="checkbox"/> Accommodation & food service	<input type="checkbox"/> Wholesale-other
<input checked="" type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance	<input type="checkbox"/> Other (specify)	<input type="checkbox"/> Retail

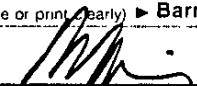
15 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided. <b>real estate development</b>
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16a Has the applicant ever applied for an employer identification number for this or any other business?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Note. If "Yes," please complete lines 16b and 16c.	

16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above. Legal name ▶ <b>Brownstone Classic Homes of St. Lucie, LLC</b> Trade name ▶
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16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known.	Approximate date when filed (mo., day, year)	City and state where filed	Previous EIN
	<b>06/29/2005</b>	<b>Pompano Beach, FL</b>	<b>51 : 0546573</b>

Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form	
	Designee's name	Designee's telephone number (include area code)
	Address and ZIP code	Designee's fax number (include area code)

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.		Applicant's telephone number (include area code)
Name and title (type or print clearly) ▶ <b>Barry Ogrin, Managing Member</b>		( <b>561</b> ) <b>477-8770</b>
Signature ▶ 		Applicant's fax number (include area code)
Date ▶ <b>5/21/07</b>		( <b>561</b> ) <b>892-2658</b>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 MAY 25 PM 2:59