

LO7 0000 66745

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LO7-66745  
JR

# CommerceLawGroup

a professional limited company

Responding Office:

PO Box 357247  
Gainesville, FL 32635

June 22, 2007

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

re: Southampton Development, LLC

To Whom It May Concern:

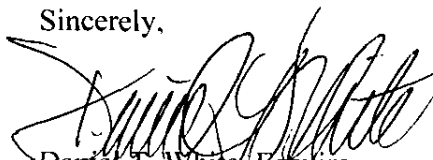
On behalf of the above-referenced entity, please find enclosed the following document for immediate filing, along with one photocopy of the same:

o *Articles of Organization*

In regard to payment, you will also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with this filing (Articles of Organization--\$100.00; Certificate of Registered Agent--\$25.00; Certified copy of record--\$30.00). Once the original has been filed, please return the certified copy to my attention at the mailing address listed above.

Should you have any questions, please do not hesitate to call. Thank you in advance for your assistance.

Sincerely,



Daniel T. White, Esquire  
Managing Member

Encl.

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SECRETARY OF STATE

**Articles of Organization**  
**of**  
**SOUTHAMPTON DEVELOPMENT, LLC**

**ARTICLE I: NAME**

The name of this limited liability company shall be SOUTHAMPTON DEVELOPMENT, LLC (the "Company").

**ARTICLE II: MAILING AND STREET ADDRESS**

This Company's principal office location and mailing address shall be 6480 S.W. 122<sup>nd</sup> Street, Gainesville, Florida 32608.

**ARTICLE III: REGISTERED OFFICE AND AGENT**

The registered office of this Company shall be 6480 S.W. 122<sup>nd</sup> Street, Gainesville, Florida 32608, and this Company's registered agent at that address shall be Marilyn Deas.

**ARTICLE IV: DURATION OF COMPANY'S EXISTENCE**

This Company shall have perpetual existence.

**ARTICLE V: PURPOSE AND POWERS**

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

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**ARTICLE VI: ADDITIONAL MEMBERS; ASSIGNMENT OF INTEREST  
NO MEMBERSHIP RIGHTS OR POWERS WITHOUT ADMISSION**

A. No person shall be admitted as a member of or to this Company unless formally admitted pursuant to the unanimous written consent of this Company's members entitled to vote with respect thereto, and then only in strict compliance with any additional term or condition governing admission as may be set forth in this Company's articles of organization or operating agreement (if any). No transferee, assignee, holder, successor or assign of or to any interest in this Company shall have any vested right, privilege or other entitlement of membership prior to, if ever, formal admission. Solely by virtue of accepting, receiving, holding or claiming rights or title in or to, any interest in this Company, no transferee, assignee, holder, successor or assign of or to any interest in this Company shall have any vested right, privilege or other entitlement to become a member automatically, or to cause this Company or its existing members to admit any such person to the membership of this Company.

B. Prior to the dissolution and winding-up of this Company, no interest in this Company of any kind whatsoever shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or other holder of any interest in or of this Company, except upon the unanimous written consent of this Company's members entitled to vote with respect thereto (and specifically excluding the transferee or assignee any such interest), and then only in strict compliance with any additional term or condition governing admission as may be set forth in this Company's articles of organization or operating agreement (if any). Any attempt to transfer or assign any interest in this Company in violation of this Company's articles of organization or operating agreement (if any) shall be deemed void ab initio and without force or effect.

C. Without being a formally-admitted member of this Company, no transferee, assignee, holder, successor or assign of or to any interest in this Company shall have or possess:

(i) any right, privilege or entitlement to exercise any right or power of or as a member of this Company (including without limitation exercising any right or power to vote on any matter concerning any aspect of this Company's business or affairs on account of or with respect to any such interest) or to otherwise participate in the management of this Company's business and affairs; and

(ii) any right, power or authority to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any holder or interest in the Company (nor shall any such person have any right, power or authority to act as a proxy or representative of another person or any interest in the Company). Any attempt to grant or act as a proxy or representative of any interest in the Company in violation of this Company's articles of organization or operating agreement (if any) shall be deemed void ab initio and without force or effect.

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RECORDS OF THE

**ARTICLE VIII: AMENDMENTS TO GOVERNING DOCUMENTS**

This Company's articles of organization or operating agreement (if any) may only be amended pursuant to the applicable provisions as may be set forth in this Company's articles of organization or operating agreement (if any). All amendments, alterations, revisions, restatements or repeals of this Company's operating agreement shall be consistent with this Company's articles of organization then in effect; and in all events any and all amendments, alterations, revisions, restatements or repeals of or to either this Company's articles of organization or operating agreement (if any) shall be in writing.

**ARTICLE IX: SEVERABILITY**

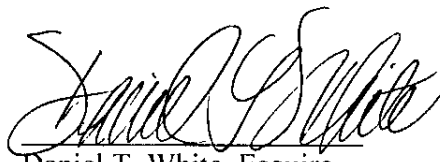
In the event all or any portion of any provision of this Company's articles of organization is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

**ARTICLE X: MANAGEMENT OF COMPANY; AUTHORITY TO ACT  
ON BEHALF OF COMPANY**

The management of this Company shall be solely and exclusively conducted, and vested in, one or more managers in accordance with the applicable provisions of the Florida Limited Liability Company Act, as amended (the "Act") and this Company's articles of organization or operating agreement (if any). As such, this Company shall be, and exist and operate as a manager-managed company for all purposes under the Act. Managers of this Company shall be duly designated, appointed, elected, removed or replaced in accordance with the applicable procedures set forth under the Act or, if any, in this Company's articles of organization or operating agreement (if any). Accordingly, no member, solely by reason of being a member, shall have any authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for purpose of its business; and no act of any member who is not also a manager of this Company acting within the scope of his actual authority may legally bind this Company.

\* \* \* \* \*

Dated: June 21, 2007.



Daniel T. White, Esquire  
Authorized Representative

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TALLAHASSEE, FLORIDA

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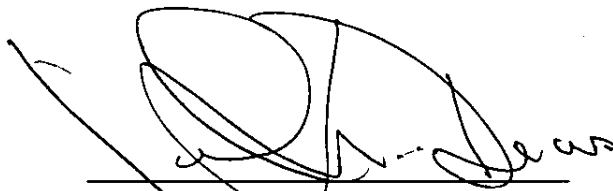
**CERTIFICATE OF REGISTERED AGENT**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, METCALF DEVELOPMENT, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

**Registered agent:** Marilyn Deas

**Registered office:** 6480 S.W. 122<sup>nd</sup> Street, Gainesville, Florida 32608

*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.*

A handwritten signature in black ink, appearing to read 'Marilyn Deas', is written over a horizontal line.

Name: Marilyn Deas

Dated: June 21, 2007

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