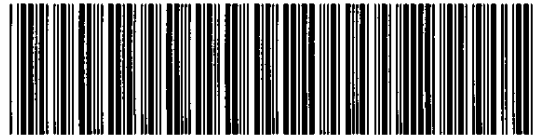


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**SHERRI BEEMAN SMITH THOMPSON**  
 Requester's Name **SHAW & MANAUSA**

**3520 THOMASVILLE ROAD, 4TH FLOOR**  
 Address

**TALLAHASSEE, FLORIDA 32344**  
 City/State/Zip Phone # **893-4105**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Captains Quarters, LLC  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     
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  Will wait     
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 Certificate of Status

**NEW FILINGS**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

**Examiner's Initials**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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July 12, 2007

SMITH, THOMPSON, SHAW & MANAUSA  
3520 THOMASVILLE ROAD, 4TH FLOOR  
TALLAHASSEE, FL 32344

SUBJECT: CAPTAIN'S QUARTERS, LLC  
Ref. Number: W07000033289

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07 JUL 16 PM 1:10  
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TALLAHASSEE, FLORIDA

We have received your document for CAPTAIN'S QUARTERS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

ALSO PLEASE NOTE that on Page 3, W. Crit Smith should sign as "ORGANIZER", not "incorporator".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 607A00044464

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
CAPTAIN'S QUARTERS OF CARRABELLE, LLC**

\*\*\*\*\*

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the Limited Liability Company is **CAPTAIN'S QUARTERS OF CARRABELLE, LLC** (hereinafter referred to as the "Company").

2. **PERIOD OF DURATION.**

The period of duration of the Company shall be perpetual, unless it is dissolved as provided in the Florida Limited Liability Act or the written Operating Agreement to be executed by all of the Members of the Company.

3. **PURPOSE.**

To engage in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **ADDRESS OF PLACE OF BUSINESS.**

The mailing and street address of the place of business in Florida for the Company is: 3205 ADWOOD ROAD, TALLAHASSEE, FLORIDA 32312. Such address may be changed from time to time as provided in the Operating Agreement.

5. **REGISTERED AGENT.**

The initial registered agent in Florida for the Company is: **W. CRIT SMITH**, and the initial, registered office is located at **3520 Thomasville Road, 4<sup>th</sup> Floor, Tallahassee, Florida 32309**.

6. **INITIAL CAPITAL CONTRIBUTIONS.**

The total amount of cash contributed to the Company is as follows:

| <u>NAME</u>      | <u>CONTRIBUTION</u> |
|------------------|---------------------|
| ROBERT M. WOOL   | \$10.00             |
| CATHY E. WOOL    | \$10.00             |
| JAY D. STARLING  | \$10.00             |
| KAYE B. STARLING | \$10.00             |

7. **ADDITIONAL CONTRIBUTIONS.**

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows:

No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous written agreement of the Members, or as otherwise provided in the Operating Agreement.

8. **ADDITIONAL MEMBERS.**

The Company shall have Four (4) members, and may admit additional members upon the prior unanimous written agreement of the then existing members, or as otherwise provided in the Operating Agreement.

9. **CONTINUITY OF BUSINESS.**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

10. **MANAGEMENT.**

The Company is a member-managed company. The name and address of the Members who are to serve as the co-managing Members until the first annual meeting of members or until their successor is duly elected and qualified is as follows:

|                  |  |
|------------------|--|
| CATHY E. WOOL    | 3205 ADWOOD ROAD<br>TALLAHASSEE, FLORIDA 32312 |
| KAYE B. STARLING | 3207 ADWOOD ROAD<br>TALLAHASSEE, FLORIDA 32312 |

11. **INDEMNIFICATION.**

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any manager or former manager to the full extent permitted under the Florida Limited Liability Company Act.

EXECUTED at Tallahassee, Leon County, Florida this 10<sup>th</sup> day of July 2007.

W. Crit Smith  
**W. CRIT SMITH, ORGANIZER**

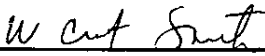
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is **CAPTAIN'S QUARTERS OF CARRABELLE, LLC.**
2. The name of the registered agent and office is W. CRIT SMITH, 3520 Thomasville Road, 4<sup>th</sup> Floor, Tallahassee, Florida 32309.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.

  
W. CRIT SMITH, Registered Agent