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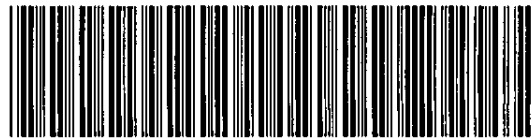
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Kirk M Chewing
Requester's Name
1235 Miccosukee Rd
Address
Tallahassee, FL 32308
City/State/Zip, Phone #

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

1. Water View Downs, LLC
(Corporation Name) LLC (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
WATER VIEW DOWNS, LLC**

The undersigned, pursuant to the provision 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 WATER VIEW DOWNS, LLC, (hereinafter referred to as the "Company").

1. PERIOD OF DURATION.

The period of duration of the Company shall not exceed the maximum term permitted under the Florida Limited Liability Company Act. The Company may be dissolved sooner, however, as provided in the Florida Limited Liability Act or the written Operating Agreement to be executed by all of the Members of the Company. The effective date of the Limited Liability Company shall be July 18, 2007.

2. PURPOSE.

The purpose for which the Company is organized is to purchase, own, sell, mortgage, and do everything incidental or necessary relating to real property and personal property, and 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.

3. ADDRESS OF PLACE OF BUSINESS.

The street address of the place of business in Florida for the Company is:

1235 Miccosukee Road
Tallahassee, Florida 32308

The mailing address of the place of business in Florida for the Company is:

1235 Miccosukee Road, Tallahassee, Fl. 32308. Such address may be changed from time to time as provided in the Operating Agreement.

4. REGISTERED AGENT.

The initial registered agent in Florida for the Company is: J. Patrick Floyd and the registered office is located at 408 Long Avenue, Port St. Joe, Fl. 32456.

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5. INITIAL CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: \$100.00

6. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all Members and the times at which such contributions 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 as provided in the Operating Agreement.

7. MEMBERS; ADMISSION OF NEW MEMBERS.

The Company shall have at least one (1) member (the "Member"). New Member may be admitted in the manner provided in the Operating Agreement.

8. 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.

9. MANAGEMENT.

The management of the Company shall be reserved to the Members. In the event of the death of a Manager, the remaining Manager(s) shall serve until the next meeting of the Members and until a successor (if any is elected) for the deceased Manager is qualified. The names and addresses of the Members who are to serve as the managing Members (the "Managers") until the first annual meeting of Members or until their successors are duly elected and qualified are as follows:

Kirk M. Chewning
955 Cobb Place Blvd.
Suite A
Kennesaw, Ga. 30144

10. INDEMNIFICATION.

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify any Manager or former Manager to the full extent permitted under the Florida Limited Liability Company Act.

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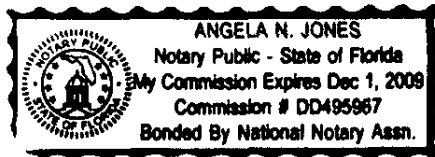
Executed at Port St. Joe, Florida on the 18 day of July, 2007.

By: James B. Floyd

James B. Floyd, Authorized Representative
of a Member

STATE OF FLORIDA
COUNTY OF GULF

The foregoing instrument was acknowledged before me this 18th day of July, 2007, by James B. Floyd as Authorized Representative of a Member of, WATER VIEW DOWNS, LLC, a Florida Limited Liability Company, on behalf of the company. He is personally known to me or gave produced FL ID as identification.



Angela N. Jones
Notary Public

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, 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 company is: WATER VIEW DOWNS, LLC
2. The name and address of the registered agent and office is:

J. Patrick Floyd
408 Long Avenue
Port St. Joe, FL 32456

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.

Signature: _____

J. Patrick Floyd

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TALLAHASSEE, FLORIDA

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