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Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

August 31, 2007

Re: Articles of Organization for the newly formed Limited Liability Company, KIMBA DUCK OF JUPITER, LLC.

Ladies & Gentlemen,

I have enclosed the Articles of Organization for the above mentioned Limited liability Company, and a check in the amount of \$125.00 representing full payment for filing the Articles of Organization and the Designation and Acceptance of the Registered Agent.

Please return the Articles of Organization to the Manager and Registered Agent at:

Lawrence H. Dugan, Jr. PA 274 Golfview Drive Tequesta, Florida 33469

Thank you in advance for your cooperation in this matter.

Sincerely,

Lawrence H. Dugan, Jr.

#### ARTICLES OF ORGANIZATION

The undersigned certify that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority of the conduct of business of the limited liability company.

## ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be KIMBA DUCK OF JUPITER, LLC., and its principal office shall be located at 274 Golfview Drive, in the City of Tequesta, County of Palm Beach, State of Florida, 33469, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

#### ARTICLE II PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1. To engage in any activity or business authorized under Florida statutes.
- 2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set fourth in these Articles to the same extent as a natural person might or could do.
- 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of business, good will, right, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of assimilar nature to that which this limited liability company is authorized to carry on pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- 4. To enter into and make all necessary contracts for its business with any? person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any such contracts.

- 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-infact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extent the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set fourth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purpose and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

## ARTLCLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by majority vote of the members of the limited liability company.

#### ARTICLE IV MANAGEMENT

This limited liability company shall be managed by its members. The name and address of the person who shall serve until the first annual meeting of members, or until a successor is elected and qualified shall be Lawrence H. Dugan, Jr., whose address is 274 Golfview Drive, Tequesta, Florida 33469. Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Lawrence H. Dugan, Jr. 274 Golfview Drive Tequesta, Florida 33469

## ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold, pledged or otherwise transferred except with majority written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Ten Dollars and no cents (\$10.00) per unit or percent of ownership shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by majority consent of the members. Members will make contributions in proportion to their percentage of ownership in the company.

#### ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members capital accounts shall be credited the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall initially be entitled to a distributive share of the profits as specified and set fourth by the percentages alongside the name of the member as follows:

Lawrence H. Dugan, Jr. 100%

The member's share of the profits shall be determined and credited to the member's capital account each year at the close of the tax year of the limited liability company, the month and day of the closing of the tax year being December 31.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in shares as specified and set forth by the percentages alongside the name of each member.

Lawrence H. Dugan, Jr. 100%

(c) Distributions. Distributions of profits and or capital will be made from time to time by majority vote.

### ARTICLE VIII DURATION

This limited liability company shall exist until December 31, 2045, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 274 Golfview Drive, City of Tequesta, County of Palm Beach, State of Florida, 33469, and the name of the company's initial registered agent at that address is Lawrence H. Dugan, Jr. PA

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of KIMBA DUCK OF JUPITER, LLC.

Executed by the undersigned at Tequesta, Florida, on August 31, 2007.

Lawrence H. Dugan, Jr.

State of Florida County of Palm Beach

Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is KIMBA DUCK OF JUPITER, LLC.

The name of the registered agent for the KIMBA DUCK OF JUPITER, LLC., is Lawrence H. Dugan, Jr., and the street address of the company's principle office where the agent is located is 274 Golfview Drive, Tequesta, Florida 33469.

This statement is to acknowledge that, as indicated above, KIMBA DUCK OF JUPITER, LLC., has appointed me, Lawrence H. Dugan, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

August 31, 2007

Lawrence H. Dugan, Jr. (Registered Agent)

The foregoing instrument was acknowledged before me this 31 day of August 2007, by Lawrence H. Dugan, Jr., on behalf of KIMBA DUCK OF JUPITER, LLC., a limited liability company. He is personally known to me YES NO) or has produced his photo Florida Driver's License # as proper identification.

**Notary Public** 

NOTARY PUBLIC-STATE OF FLORIDA
Stephanie Day
Commission # DD572692
Expires: JULY 10, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

Date 8/29/07