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JB

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VIA FEDERAL EXPRESS

September 10, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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Re: SMALLWOOD LAND COMPANY, LLC

Dear Sir or Madam:

Enclosed for filing is Articles of Organization and Certificate of Acceptance. Please return to our office a certified copy. Also enclosed is our check in the amount of \$155.00, representing filing fee and certified copy fee.

Sincerely yours,



Teresa L. Comeau
Legal Assistant to
M. Meredith Kirste

Enclosure

**ARTICLES OF ORGANIZATION OF
SMALLWOOD LAND COMPANY, LLC**

ARTICLE I – NAME

- 1.1 The name of this entity is SMALLWOOD LAND COMPANY, LLC.
- 1.2 The street address 313 W. Hermosa Street, Lady Lake, Florida 32159-

3738 and the mailing address is the same.

ARTICLE II - DURATION

2.1 Existence of the Association shall commence with the filing of these Articles of Organization with the Secretary of State, Tallahassee, Florida. This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441 (1), Florida Statutes.

ARTICLE III - PURPOSE

3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

ARTICLE IV – MANAGEMENT

4.1 This Limited Liability Company shall be managed by or under the authority of its members in proportion to their contributions to the capital of the Limited Liability Company as adjusted from time to time to properly reflect any additional contributions or withdrawals of the members.

4.2 The Regulations may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Regulations. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members.

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4.3 All matters of this Limited Liability Company management shall be determined by a vote of the Members. The names and addresses of the current members are:

Marvin O. Smallwood – 313 W. Hermosa Street, Lady Lake, FL 32159-3738

Except as expressly provided in the Regulations, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

ARTICLE V – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

5.1 The street address of the initial registered office of this Limited Liability Company is 313 W. Hermosa Street, Lady Lake, Florida 32159-3738.

5.2 The name of the initial registered agent of this Limited Liability Company is Marvin O. Smallwood, who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance.

ARTICLE VI – OWNERSHIP INTEREST/TRANSFERABILITY

6.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Regulations. To

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accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$10.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and his Social Security number or other identifying federal tax number.

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ARTICLE VII – LIMITED LIABILITY

7.1 Except as and to the extent the Regulations specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of the Article or the Regulations of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

ARTICLE VIII – DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the “Incapacitated Member”), or other act of dissolution occurs under Section 608.441(1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(1) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member’s successor-in-interest to continue as an

Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Regulations. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

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ARTICLE IX – CONFLICTS

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.


ARTICLE X – AMENDMENT OF ARTICLES

10.1 Amendment of these Articles shall require the assent of two-thirds (2/3) of the votes cast by the Members present at a duly called and held meeting of the Limited Liability Company voting in favor of the proposed Amendment.


The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 10th day of September, 2007 and certifies to the truth of the facts herein.

MEMBERS:


Marvin O. Smallwood, Managing Member

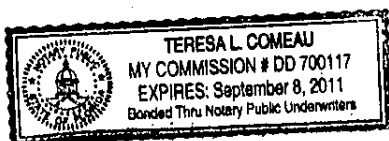
Acceptance by Registered Agent:

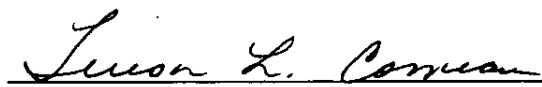

Marvin O. Smallwood

STATE OF FLORIDA
COUNTY OF LAKE

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements Marvin O. Smallwood, who is personally known or who produced _____ as identification and who did not take an oath, did depose and say that he has affixed his name to the foregoing Articles of Organization of SMALLWOOD LAND COMPANY, LLC, as an original member to said Limited Liability Company, for the purposes therein expressed.

10th WITNESS my hand and official seal at County of Lake, State of Florida, this day of September, 2007.




Notary Public

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STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 10th day of September, 2007, by Marvin O. Smallwood, who ☒ is personally known to me or who ☐ produced _____ as identification.

Teresa L. Comeau
Notary Public



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CERTIFICATE OF ACCEPTANCE

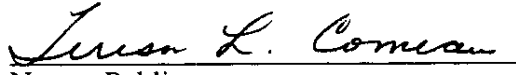
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

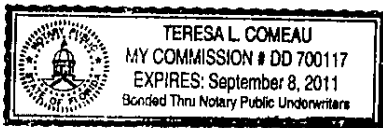

MARVIN O. SMALLWOOD

State of Florida
County of Lake

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, MARVIN O. SMALLWOOD, who is personally known or who produced _____ as identification and who did not take an oath, did depose and say that he has affixed his name to the foregoing Certificate of Acceptance, as Registered Agent for said Limited Liability Company, for the purposes therein expressed.

Witness my hand and official seal at County of Lake, State of Florida, this 10th day of September, 2007.


Notary Public



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