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LS

From:
Account Name : KEVIN M. HELMICH, PA
Account Number : I20020000062
Phone : (850)650-4747
Fax Number : (850)650-8090

~~1007 52888~~

FLORIDA/FOREIGN LIMITED LIABILITY CO.

S.L.K. Properties, L.L.C.

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October 25, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KEVIN M. HELMICH, PA

SUBJECT: S.L.K PROPERTIES, L.L.C.
REF: W07000052888

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 distinguishablefrom the one presently on file. Adding of Florida or Florida to theend 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.

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.

The document number of the name conflict is L06000087156.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

FAX Audit #: H07000261260
Letter Number: 607A00062711

FLORIDA DEPARTMENT OF STATE
Division of Corporations

P.O BOX 6327 – Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

OF

S & L KARIAN PROPERTIES, L.L.C.

The undersigned subscribers hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

ARTICLE I
NAME

The name of this limited liability company shall be S & L Karian Properties, L.L.C.

ARTICLE II
DURATION

This limited liability company shall terminate no later than December 31, 2107.

ARTICLE III
PURPOSE AND POWERS

This limited liability company is organized for the purpose of real estate investment and management, together with conducting any and all other lawful business not in conflict with the statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the limited liability company is at 101 Mattie M. Kelly Boulevard, Destin, Florida 32541. The mailing address of the limited liability company is 101 Mattie M. Kelly Boulevard, Destin, Florida 32541.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 4481 Legendary Drive, Suite 200, Destin, Florida 32541, and the name of the initial registered agent at that address is Kevin M. Helmich, Esquire.

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ARTICLE VI
MANAGEMENT

The management will consist of two (2) managers. The names and addresses of the initial managers of the limited liability company are as follows:

Stephan Karian
101 Mattie M. Kelly Boulevard
Destin, Florida 32541

Lori Karian
101 Mattie M. Kelly Boulevard
Destin, Florida 32541

Management shall be by all persons above named.

ARTICLE VII
QUORUM

A quorum of the managers consists of a majority (51% or over) of the total number of managers.

ARTICLE VIII
MANAGEMENT ACTION

Any managers acting alone shall leave authority to carry on normal business activities in the ordinary course of business. Unanimous consent of the managers shall be required to buy, sell, or encumber real property.

ARTICLE IX
COMPENSATION OF MANAGERS

Compensation of management will be determined by unanimous vote of the managers.

ARTICLE X
MANAGEMENT MEETINGS

Except as provided above, no action by management can be taken without a meeting of the managers or the unanimous written consent of the managers. All regularly scheduled management meetings must be preceded by at least two (2) days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers waive such notice in writing.

ARTICLE XI
SPECIAL MEETINGS

All special meetings of the managers must be preceded by at least two (2) days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers waive such notice in writing.

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ARTICLE XII
INITIAL MEMBERS

There shall be two (2) classes of Members of the Company, Class A and Class B. The names and addresses of the Class A members of this limited liability company are as follows:

Stephan & Lori Karian, as co-trustees of the Stephan Karian Revocable Trust Agreement dated October 23, 2007
101 Mattie M. Kelly Boulevard
Destin, Florida 32541

Lori & Stephan Karian, as co-trustees of the Lori Karian Revocable Trust Agreement dated October 23, 2007
101 Mattie M. Kelly Boulevard
Destin, Florida 32541

The names and addresses of the Class B members of this limited liability company are as follows:

Stephan & Lori Karian, as co-trustees of the Stephan Karian Revocable Trust Agreement dated October 23, 2007
101 Mattie M. Kelly Boulevard
Destin, Florida 32541

Lori & Stephan Karian, as co-trustees of the Lori Karian Revocable Trust Agreement dated October 23, 2007
101 Mattie M. Kelly Boulevard
Destin, Florida 32541

ARTICLE XIII
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of the Class A members of the company existing at that time.

ARTICLE XIV
MEMBERSHIP MEETINGS

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

ARTICLE XV
DISPOSAL OF ASSETS

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by unanimous vote of the members.

ARTICLE XVI
DISSOLUTION

Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event, which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

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ARTICLE XVII
TRANSFER OF INTEREST

Subject to the Operating Agreement of the Company, a member may transfer that member's right to receive shares of profits and returns of capital contributions. No member, however, but may assign any of the rights to participate in the management.

ARTICLE XVIII
REDEMPTION OF INTEREST

Should any member decide to resign from the company, and desires to sell his, her, or its entire interest in the company, that member shall first offer the interest to the remaining members of the company.

ARTICLE XIX
AMENDMENT OF REGULATIONS

The power to amend the Regulations is reserved exclusively to the unanimous vote of the Class A members.

IN WITNESS WHEREOF, the undersigned, being a member hereinbefore named, has hereunto set his hand and seal on this 23rd day of October, 2007, for the purpose of forming a limited liability company to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

Stephan Karian,
Organizer

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 23rd day of October, 2007 and who personally appeared Stephan Karian, who is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 23rd day of October, 2007.

KELLY G. HELMSTETTER
Comm# DD0423949
Expires 4/28/2009
Bonded thru (800)432-4254
Florida Notary Assn., Inc

Kelly G. Helmstetter
Notary Public

My commission expires:

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Prepared by: Kevin M. Helmich, P.A.
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Destin, Florida 32541
(850) 650-4747

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

Pursuant to Section 608.415, Florida Statutes, the following is submitted: S & L Karian Properties LLC desiring to organize under the laws of the State of Florida with its principal place of business at 101 Mattie M. Kelly Boulevard, Destin, Florida 32541, has named Kevin M. Helmich as its agent to accept service of process within the State of Florida, whose address is 4481 Legendary Drive, Suite 200, Destin, Florida 32541.

Stephan Karian,
Organizer

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Having been named as registered agent and to accept service of process for the above named Limited Liability Company, at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative 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.

Dated this 23rd day of October, 2007.

Kevin M. Helmich,
Registered Agent

State of Florida
County of Okaloosa

The foregoing instrument was acknowledged before me this 23rd day of October, 2007, and who personally appeared Kevin M. Helmich, who is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 23rd day of October, 2007.

Kelly G. Helmstetter
Notary Public

My commission expires: KELLY G. HELMSTETTER Comm# DD0423849 Expires 4/28/2009 Bonded thru (800)432-4254 Florida Notary Assn., Inc

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TALLAHASSEE, FLORIDA

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Prepared by: Kevin M. Helmich, P.A.
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