

NOV-01-2007

SMITH GAMBRELL RUSSELL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

WHITEWATER THREE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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**WHITEWATER THREE, LLC
ARTICLES OF ORGANIZATION**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the Company is WHITEWATER THREE, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street of the principal place of business of the Company is:

124 Inlet Drive
St. Augustine, Florida 32080

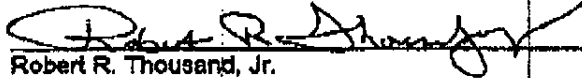
**ARTICLE III
REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Company is 124 Inlet Drive, St. Augustine, Jacksonville, Florida, 32080, and the registered agent at such address is Robert R. Thousand, Jr.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed under the direction of a Management Committee and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned person has executed these Articles of Organization this 31st day of October, 2007.


Robert R. Thousand, Jr.
as authorized representative

SECRETARY
DIVISION 12

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

In compliance with Section 608.415, Florida Statutes, the following is submitted:

That Whitewater Three, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of St. Augustine, State of Florida, has named Robert R. Thousand, Jr., 124 Inlet Drive, St. Augustine, Florida, 32080, as its agent to accept service of process within Florida.

By: Robert R. Thousand, Jr.
Robert R. Thousand, Jr.
as authorized representative

10-31-07
Date

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, Robert R. Thousand, Jr. hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

By: Robert R. Thousand, Jr.
Robert R. Thousand, Jr.

10-31-07
Date

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