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### YERGEY AND YERGEY, P.A.

ATTORNEYS AT LAW 211 North Magnolia Avenue Orlando, Florida 32801

C. ARTHUR YERGEY (1900-1974)
GERMAINE G. YERGEY (1901-1981)
D. ARTHUR YERGEY (OF COUNSEL)
DAVID A. YERGEY, JR.

TELEPHONE
(407) 843-0430
FAX
(407) 843-0433

January 16, 2008

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

RE: Soap Creek, LLC

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Organization for the above referenced entity along with our check in the amount of \$125.00. Please file the articles and forward a copy of same with the Letter of Documentation to this office.

If you have any questions or problems with this, please don't hesitate to call me.

Yours very truly,

-David A. Yergey, Jr

DAYJr:lb enclosures

## ARTICLES OF ORGANIZATION OF SOAP CREEK, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

#### ARTICLE I - NAME

The name of the limited liability company shall be SOAP CREEK, LLC, ("company").

#### ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 211 N. Magnolia Avenue, Orlando, FL 32801.

#### ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is David A. Yergey, Jr., 211 N. Magnolia Avenue, Orlando, FL 32801.

#### ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash or property.

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanthous consent of all the members or as provided in the regulations.

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company

except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VIII - MEMBER'S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a majority vote of the remaining members.

#### ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company are:

David A. Yergey, Jr.

Palmer A. Yergey

Melissa Yergey Daly

211 N. Magnolia Avenue

Orlando, FL 32801

Palmer A. Yergey

Melissa Yergey Daly

211 N. Magnolia Avenue

Orlando, FL 32801

Orlando, FL 32801

DAYID A. YERGEY, JR.

STATE OF FLORIDA COUNTY OF ORANGE ·

Sworp to and subscribed before me this <u>load</u> day of <u>January</u> 2008 by DAVID A. YERGEY, JR. is <u>personally known to me OR</u> <u>produced</u> as identification.

Notary Public

in the

Notary Public State of Florida Lynn M Bragger My Commission DD553522 Expires 08/28/2010 2008 JAN 18 PM 4: 28
SECRETARY OF STATE
TALL AHASSEF FLOOR

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, NS, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is SOAP CREEK, LLC.
- 2. The name and address of the registered agent in Florida are:

DAVID A. YERGEY, JR. 211 N. MAGNOLIA AVENUE ORLANDO, FL 32801

The undersigned, being the person named in the articles of organization of SOAP CREEK, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

DAVID A. YERGEY, JR.

Registered Agent