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08 JUL 23 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

JUL 24 2008

EXAMINER

July 21, 2008

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Filing of Articles of Organization and Registered Agent Designation for Makai Legacy, LLC

To Whom it May Concern,

I have enclosed the original and 1 copy of the Articles of Organization and Registered Agent Certificate for the entity to be known as Makai Legacy, LLC. I have enclosed a check in the amount of \$125.00 to cover the filing fees. Please file then return the copy of the articles to me at:

Tom Richards
598 Eau Gallie Boulevard
Melbourne, FL 32935

Thankyou,

Tom Richards

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MAKAI LEGACY, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, does set forth the following:

ARTICLE I

NAME

The name of the limited liability company is MAKAI LEGACY, LLC (hereinafter referred to as the "Company").

ARTICLE II

PERIOD OF DURATION

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE III

PURPOSE

The purpose for which the Company is organized is to engage in the purchase, sale and investment of real estate and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws, including the power to buy, sell, convey and mortgage real property.

ARTICLE IV

ADDRESS OF PLACE OF BUSINESS

The mailing address for the Company is 598 Eau Gallie Boulevard, Melbourne, FL 32935, and the street address of the place of business for the Company is 598 Eau Gallie Boulevard, Melbourne, FL 32935. These addresses may be changed from time to time as provided in the Operating Agreement.

ARTICLE V

REGISTERED AGENT

The initial registered agent in Florida for the Company is Thomas G. Richards, and the initial registered office is located at 598 Eau Gallie Boulevard, Melbourne, FL 32935.

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TALLAHASSEE, FLORIDA

ARTICLE VI

CAPITAL CONTRIBUTIONS

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE VII

MEMBERS

The Company shall have at least two members and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

ARTICLE VIII

CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

ARTICLE IX

MANAGEMENT

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The manager(s) may designate officers who shall have the authority normally associated with the positions designated under corporate law. The members, at a meeting of the members held not less than annually, shall designate the manager(s), and the positions that the manager(s) will hold. The initial manager(s), who shall serve until the first annual meeting of the members or until a successor is elected, and his designation shall be as follows:

Thomas G. Richards

Managing Manager

ARTICLE X

INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Melbourne, Florida, on July 21, 2008.

MAKAI LEGACY, LLC, a Florida limited liability company

By: Tom R. Richards
Thomas G. Richards, Managing Manager

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

Tom R. Richards
Thomas G. Richards, Registered Agent

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