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KIMBROUGH & KOACH, LLP

Attorneys at Law

ROBERT A. KIMBROUGH
KRAIG H. KOACH

1530 CROSS STREET
SARASOTA, FLORIDA 34236-7015

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P.O. Box 28

BOCA GRANDE, FLORIDA 33921

PLEASE REPLY TO:
SARASOTA

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(941) 951-1234

FAX
(941) 952-1530

E-MAIL
RAK@KIMBROUGHKOACH.COM
KKH@KIMBROUGHKOACH.COM

BOCA
PHONE/FAX (941) 964-0027

August 5, 2008

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

Re: Martha R. Horton Landscape Architect, LLC

Ladies and Gentlemen:

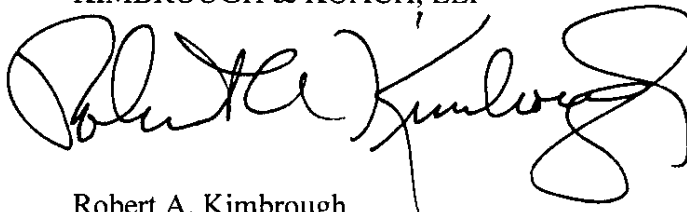
Please accept for filing the enclosed Articles of Organization for the above-named LLC and Statement Designating Registered Agent and Office.

Enclosed is my check payable to the Department of State in the amount of \$155.00 as its filing fee for the articles, registration of the resident agent and costs of one certified copy of the articles. It is requested that you prepare a certified copy of the articles after they are approved and filed and return the same to me at the above address.

Thank you for your attention.

Sincerely,

KIMBROUGH & KOACH, LLP



Robert A. Kimbrough

RAK/cp
Enclosures

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ARTICLES OF ORGANIZATION of MARTHA R. HORTON LANDSCAPE ARCHITECT, LLC

The undersigned certifies that she has organized for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. She further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MARTHA R. HORTON LANDSCAPE ARCHITECT, LLC, and its principal office shall be located at 605 Harbor Shore Drive, in the Town of Nokomis, County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in the profession and business of landscape architecture and design.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited

liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporations, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the member or members of this limited liability company. This Article may be amended from time to time in the regulation of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members whose names and addresses are as follows:

Martha R. Horton
605 Harbor Shore Drive
Nokomis, FL 34275

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the aggregate amount of not less than \$500.00 cash shall be paid to the limited liability company by the one initial member. Additional contributions will be made as required for investment or capital purposes, as determined by unanimous consent of the member or members. Members will make contributions in equal shares unless otherwise agreed by written agreement.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an

equal distribution of the profits unless otherwise agreed by written agreement. The distributive share of the profits shall be determined and paid to the members at least annually.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares or as otherwise agreed for distribution of profits.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1530 Cross Street, City of Sarasota, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Robert A. Kimbrough.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Martha R. Horton Landscape Architect, LLC.

Executed by the undersigned at 1530 Cross Street, Sarasota, Florida, on August 16, 2008.

Martha R. Horton
Martha R. Horton

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF SARASOTA

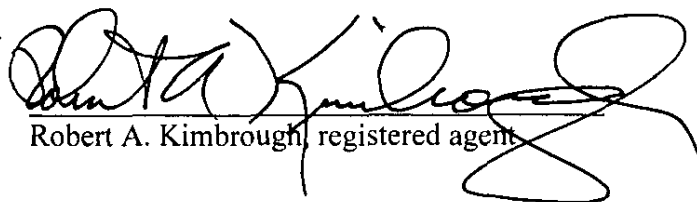
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Martha R. Horton Landscape Architect, LLC.

The name of the registered agent for Martha R. Horton Landscape Architect, LLC is Robert A. Kimbrough, 1530 Cross Street, Sarasota, Florida 34236, and the street address of the company's principal office where the agent is located is 1530 Cross Street, Sarasota, Florida 34236.


This statement is to acknowledge that, as indicated above, Martha R. Horton Landscape Architect, LLC has appointed me, Robert A. Kimbrough, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: Aug. 6th, 2008.


Robert A. Kimbrough, registered agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6th day of AUGUST, 2008, by Robert A. Kimbrough, agent on behalf of Martha R. Horton Landscape Architect, LLC, a limited liability company.


Notary Public - State of Florida

Personally Known ☒ OR Produced Identification ☐ Type
of Identification Produced _____



Patricia L. Henshaw
My Commission DD558740
Expires June 13, 2010

08 AUG 11 AM 10:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS