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#### ALLAN C. DRAVES ATTORNEY AND COUNSELOR AT LAW

401 WEST COLONIAL DRIVE, SUITE 4 ORLANDO, FLORIDA 32804-6855

TELEPHONE (407) 422-2462

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ORLANDO, FLORIDA 32802-0004

#### BY FEDEX AIRBILL # 8626 7403 7360

December 15, 2008

Florida Department of State Division of Corporations - Corporate Filings Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re:

Darnall Enterprises, LLC

To Whom It May Concern:

Enclosed herewith please find:

- . Articles of Organization for Darnall Enterprises, LLC with copy for stamping/conforming.
- . My check in the amount of \$130.00 representing: \$100.00 Filing Fee, \$25.00 Registered Agent Fee and \$5.00 Certificate of Status Fee.
- . Stamped return envelope.

Please cause this entity to be duly registered and return to me in the enclosed envelope your receipt, conformed stamped copy of Articles and Certificate of Status. Please contact me with any questions.

Thank you.

Very truly yours,

Allan C. Draves

ACD/sk Encls

Pc: Diane S. Darnall

C:\Data\Darnall\Ltr Division of Corporations Darnall Enterprises

## ARTICLES OF ORGANIZATION OF DARNALL ENTERPRISES, LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statiles.

ARTICLE I NAME

The name of this limited liability company is Darnall Enterprises, LLC (the Company).

ARTICLE II **DURATION** 

The existence of the Company shall commence on the filing of these Articles with the Florida Department of State and shall continue perpetually until the occurrence of any of the events specified in Section 608.441 Florida Statutes.

#### ARTICLE III PURPOSE

The Company is organized for the transaction of any and all lawful business and activities.

#### ARTICLE IV POWERS

The Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

#### ARTICLE V PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the principal office and place of business of the Company is 1315 Delaney Avenue, Orlando, FL 32806 and the name and address of the initial registered agent of the Company is Diane S. Darnall, 1315 Delaney Avenue, Orlando, FL 32806.

### ARTICLE VI CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company on agreement of all members.

#### ARTICLE VII ADMISSION OF MEMBERS

Additional members may be admitted from time to time on the written consent of the Managing Directors of the Company.

#### ARTICLE VIII TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or on the occurrence of any other event that terminates the continued membership of the member in the Company, the remaining members by unanimous written agreement continue the business of the Company.

#### ARTICLE IX REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

#### ARTICLE X DISSOLUTION

The Company shall be dissolved on the occurrence of any of the following events:

- a. By the unanimous written agreement of all members;
- b. On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that, under law, would terminate the Company, unless all of the remaining members of the Company consent in writing to continue the Company's existence; or
  - c. On the occurrence of any of the events specified in Section 608.441 Florida Statutes.

#### ARTICLE XI TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest, or any part thereof, without the prior written consent of all of the other members of the Company.

#### ARTICLE XII AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization or any amendment hereto.

J. MO

William C. Darnall, Managing Director & Authorized Representative

Diane S. Darnall, Managing Director

& Authorized Representative

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this <u>bec</u>, 2000 by Diane S. Darnall and William C. Darnall, who are personally known to me or who produced

FL Driver Lisense as identification.

ANN L. PHAM

Notary Public - State of Florida

My Commission Expires Apr 30, 2012

Commission # DD 784206

Bonded Through National Notary Asse.

Notary Public - State of Florida

2008 DEC 16 PM 3: 21
SECRETARY OF STATE
TALLAHASSEF FINALE