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(City/State/Zip/Phone #)

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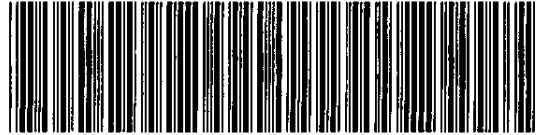
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(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. O'Connell

FEB 25 2009

ROBERT E. L. GILPIN  
RICHARDSON B. MCKENZIE III  
GEORGE W. THOMAS  
JOHN WARD WEISS  
ROBERT M. RITCHEY  
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D. BRENT WILLS  
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JENNY R. WILSON  
CLINTON D. GRAVES  
OF COUNSEL:  
SAMUEL KAUFMAN  
GREGG B. EVERETT  
\* ALSO ADMITTED IN GEORGIA



KAUFMAN | GILPIN | MCKENZIE

KAUFMAN, GILPIN, MCKENZIE, THOMAS, WEISS, PC

direct dial: 334.409.2258  
e-mail: jwilson@kgmlegal.com

February 23, 2009

**Via Overnight Courier**  
**UPS Tracking # 1Z 6F1 0V1 01 9269 8310**

Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: G. C. Pierce Management, LLC – General  
Our File No. 3894.1001

G. C. Pierce Family, LLC  
Our File No. 3895.1002

Dear Sir or Madam:

The enclosed Articles of Organization and fees are submitted for filing:

1. Articles of Organization of G. C. Pierce Management, LLC (4 pages) – to be recorded **FIRST**;
2. Additional copy of Articles of Organization of G. C. Pierce Management, LLC for certification;
3. Our firm's check in the amount of \$160.00 for the G. C. Pierce Management, LLC filing fee, certificate of status and certified copy;
4. Articles of Organization of G. C. Pierce Family LLC (4 pages) – to be recorded **SECOND**;
5. Additional copy of Articles of Organization of G. C. Pierce Family LLC for certification; and
6. Our firm's check in the amount of \$160.00 for the G. C. Pierce Family LLC filing fee, certificate of status and certified copy.

2660 EASTCHASE LANE SUITE 300 | MONTGOMERY, ALABAMA 36117

MAILING ADDRESS: PO DRAWER 4540 36103-4540

T 334.244.1111 F: 334.244.1969

WEBSITE: WWW.KGMLEGAL.COM

Florida Department of State  
February 23, 2009  
Page 2

Please return all correspondence to and/or for further information, please contact:

Jenny R. Wilson, Esq.  
Kaufman Gilpin McKenzie Thomas Weiss, PC  
Post Office Drawer 4540  
Montgomery, Alabama 36103-4540  
(334) 244-1111

We appreciate your timely attention to this matter.

Yours very truly,

KAUFMAN GILPIN MCKENZIE THOMAS WEISS, PC



Jenny R. Wilson

JRW:rj  
enclosures (as stated)  
pc: Robert M. Ritchey, Esq.  
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**FILED**

**ARTICLES OF ORGANIZATION  
OF  
G. C. PIERCE MANAGEMENT, LLC**

**09 FEB 24 PM 12:28**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**TO THE FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS,  
REGISTRATION SECTION:**

The undersigned, desiring to form a limited liability company under the laws of the State of Florida, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company shall be G. C. PIERCE MANAGEMENT, LLC  
(the "Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company are:

**Mailing Address:**

Post Office Box 6989  
Miramar Beach, Florida 32550

**Principal Office Address:**

11 Paginet Way  
Miramar Beach, Florida 32550

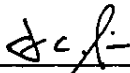
**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE AND  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

George C. Pierce  
11 Paginet Way  
Miramar Beach, Florida 32550

*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.*



\_\_\_\_\_  
Registered Agent's Signature

#### **ARTICLE IV** **MANAGERS**

The Company shall be managed by one or more Managers. Managers need not be Members.

The name and business address of the initial Manager is:

<b>Name</b>	<b>Address</b>
George C. Pierce	Post Office Box 6989 Miramar Beach, Florida 32550

The Manager may be removed and replaced by the Members, as provided in the Company's Operating Agreement.

#### **ARTICLE V** **ADDITIONAL MEMBERS**

Subject to the terms and conditions of the Company's Operating Agreement, the Members reserve the right to admit additional Members and to determine the consideration to be paid by new Members.

#### **ARTICLE VI** **OPERATING AGREEMENT**

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles of Organization.

**ARTICLE VII**  
**LIABILITIES OF MEMBERS AND MANAGERS**

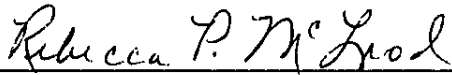
The Members and the Manager of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

**ARTICLE VIII**  
**SAVINGS CLAUSE**

Notwithstanding anything contained in the previous provisions, the purposes of these Articles of Organization are to effectuate an asset-over division of McLeod Management, LLC, an Alabama limited liability company, in accordance with Treasury Regulation § 1.708-1(d)(3)(i)(A).

**IN WITNESS WHEREOF**, the undersigned Member has caused these Articles of Organization to be executed this 23<sup>rd</sup> day of February, 2009.

MCLEOD MANAGEMENT, LLC

  
By: Rebecca P. McLeod, Manager

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ACKNOWLEDGMENT

STATE OF ALABAMA     )  
                                     :  
MONTGOMERY COUNTY    )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that **Rebecca P. McLeod**, whose name, as Manager of McLeod Management, LLC, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily.

GIVEN under my hand and official seal this 23<sup>rd</sup> day of February, 2009.

Robin C. Jacobson  
Notary Public  
My commission expires: 10/2/2012

(SEAL)

FILED  
09 FEB 24 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA