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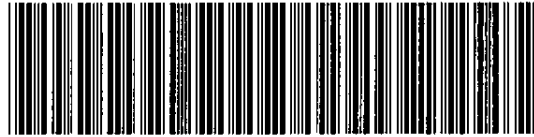
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TALLAHASSEE, FLORIDA

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T. CLINE

JUN 30 2009

EXAMINER

**ARTICLES OF ORGANIZATION**  
**OF**  
**MARSDEN MANORS, LLC**

Pursuant to the provisions of the Florida Limited Liability Company Act, FLA. STAT. § 608.401, *et seq.* (the "Florida LLC Act"), the undersigned hereby certifies that the persons named herein as Members have associated themselves for the purpose of a limited liability company under the laws of the State of Florida, and hereby adopt the following Articles of Organization as the Charter and authority for the conduct of business of such limited liability company:

**ARTICLE I:**  
**NAME**

The name of the limited liability company shall be MARSDEN MANORS,LLC (the "Company").

**ARTICLE II:**  
**PURPOSE**

The Company is organized for the following purposes: (A) to facilitate the ownership, management, development, acquisition, disposition, and renovation of real property, including, but not limited to, certain property located in the State of Florida; (B) to accomplish any lawful activity or business whatsoever, or which shall at any time and from time to time appear to the Manager of the Company to be necessary, desirable, or appropriate for the protection of the Company and/or its assets; (C) to exercise all powers necessary to or reasonably connected with the Company's business, which may be legally exercised under the Florida LLC Act; and (D) to engage in and perform all activities necessary, customary, convenient, or incident to any of the foregoing as the Manager may deem prudent and advisable.

**ARTICLE III:**  
**EFFECTIVE DATE; TERM**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State, and shall thereafter continue in existence perpetually, unless earlier dissolved or extended in accordance with the Operating Agreement of Marsden Manors, LLC (the "Operating Agreement"), and/or the Florida LLC Act.

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**ARTICLE IV:**  
**INITIAL MEMBER**

The name and address of the initial Members are:

Edward W. Chandler  
404 Barataria Lane  
Fort Walton Beach, FL 32547

D'Lane S. Miller  
404 Barataria Lane  
Fort Walton Beach, FL 32547

**ARTICLE V:**  
**DISSOLUTION**

Upon the occurrence of any Dissolution Event (as defined in the Operating Agreement of the Company), the Company shall be deemed to have dissolved unless, within ninety (90) days after such date, the Members affirmatively agree in writing to continue the business of the Company.

Upon dissolution, the Company shall cease to carry on its business, except as otherwise permitted by Florida law, and the Manager shall file a statement of commencement of winding up and publish notices in accordance with the Florida Limited Liability Company Act.

**ARTICLE VI:**  
**COMPANY ADDRESS; REGISTERED OFFICE ADDRESS;**  
**REGISTERED AGENT**

The mailing address and street address of the principal office of the Company shall be 404 Barataria Lane, Fort Walton Beach, FL 32547 shall also be the street address of the initial registered office of the Company. D. Michael Chesser, Esquire, whose address is 1201 Eglin Parkway, Shalimar, FL 32579 shall be the initial registered agent to accept service of process in the State of Florida.

**ARTICLE VII:**  
**CAPITAL CONTRIBUTIONS**

The Members shall contribute cash and/or additional property from time-to-time in accordance with the provisions of the Operating Agreement.

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**ARTICLE VIII:**  
**MANAGEMENT**

Management of the Company shall be vested in the Members whose names and addresses are as follows:

Edward W. Chandler  
404 Barataria Lane  
Fort Walton Beach, FL 32547

D'Lane S. Miller  
404 Barataria Lane  
Fort Walton Beach, FL 32547

**ARTICLE IX:**  
**RESTRICTIONS ON MEMBERSHIP**

Members shall be admitted as set forth in the Operating Agreement. Contributions required of new Members shall be determined by the Members as of the time of admission to the company.

Except as otherwise specifically provided in the Operating Agreement, a Member's interest, or any part thereof, in the Company may not be sold or otherwise transferred unless the Member is in compliance with the terms of the Operating Agreement.

**ARTICLE X:**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement governing this Company shall be vested in the Members.


**ARTICLE XI:**  
**INDEMNIFICATION**

If the criteria set forth in FLA. STAT. § 608.4229, or any successor statute, have been met, then the Company shall indemnify any Manager or Member, or former Manager or Member, his or her personal representative, devisee or heirs, in the manner and to the extent contemplated by FLA. STAT. § 608.4229.

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IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing constitutes the ARTICLES OF ORGANIZATION OF MARSDEN MONORS, LLC, and these Articles of Organization were executed by the undersigned Members in Okaloosa County, Florida on this 16 day of June, 2009.

  
\_\_\_\_\_

Edward W. Chandler,  
Initial Member

  
\_\_\_\_\_

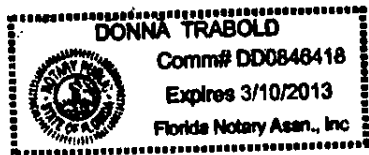
D'Lane S. Miller  
Initial Member

STATE OF FLORIDA        )  
COUNTY OF OKALOOSA )

On this 16<sup>th</sup> day of June, 2009, before me personally appeared *Edward W. Chandler* who is a Member of a Florida limited liability company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

[Seal]



  
\_\_\_\_\_  
NOTARY PUBLIC

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CLERK OF SUPERIOR COURT  
TALAHASSEE, FLORIDA

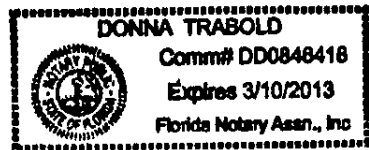
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STATE OF FLORIDA        )  
COUNTY OF OKALOOSA )

On this 16<sup>th</sup> day of June, 2009, before me personally appeared *D'Lane S. Miller* who is a Member of a Florida limited liability company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

[Seal]



  
\_\_\_\_\_  
NOTARY PUBLIC

**DESIGNATION OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, the following statement is submitted:

Marsden Manors, LLC a limited liability company duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization, has named:

D. Michael Chesser, Esquire  
1201 Eglin Parkway  
Shalimar, FL 32579

as its registered agent to accept service of process in the State of Florida.

**ACCEPTANCE BY THE REGISTERED AGENT**

I, D. Michael Chesser, Esquire, hereby accept appointment as Registered Agent for the Limited Liability Company, Marsden Manors, LLC, and do hereby understand and accept the obligations of the position, and acknowledge my acceptance with my signature below on this 25<sup>th</sup> day of June, 2009.

  
D. Michael Chesser, Esquire

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