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AUG 31 2009

EXAMINER



Arnett & Kerrigan, P.L.

ATTORNEYS AT LAW

KAREN L. ARNETT
*ALSO LICENSED IN INDIANA

JANE E. KERRIGAN
*ALSO LICENSED IN INDIANA & ILLINOIS

CASEY L. JERNIGAN
*ALSO LICENSED IN ALABAMA

DANIEL S. FRANKFURT
*ALSO LICENSED IN CALIFORNIA

August 24, 2009

Florida Department of State
Amendment Section
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed the original and a copy of the First Articles of Amendment to Articles of Organization of South 64, LLC, per section 608.401, FLORIDA STATUTES, I have enclosed a self-addressed stamped envelope for you to return a certified copy to me. The \$52.50 filing fee is also enclosed.

Please contact our office at 850.502.4373 with any questions concerning this correspondence.

Thank you for your assistance.

Sincerely,

Casey L. Jernigan, Esq.
FL Bar: 21747
Arnett & Kerrigan, P.L.

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TALLAHASSEE, FLORIDA

CLJ/la
Enclosures
cc: Barbara and Terry Edwards

FIRST ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SOUTH 64, LLC

The Articles of Organization of South 64, LLC, a Florida limited liability company (the "Company") were filed on July 10, 2009, and assigned Florida document number L09000066744. Pursuant to the provisions of the Florida Limited Liability Company Act, FLA. STAT. § 608.401, *et seq.* (the "Florida LLC Act"), the undersigned hereby adopts the following First Amendment to Articles of Organization to amend the aforementioned Articles of Organization:

ARTICLE I:
MANAGERS

The name and address of the Managers are:

W. Terry Edwards
2901 Pine Valley Drive
Miramar Beach, Florida 32550

Barbara B. Edwards
2901 Pine Valley Drive
Miramar Beach, Florida 32550

(the "Managers" or "MGRS").

ARTICLE II:
MEMBERS

The name and addresses of the Members are:

W. Terry Edwards
2901 Pine Valley Drive
Miramar Beach, Florida 32550

Clair D. VanderSchaaf, Jr.
1518 Georgetown Court
Murfreesboro, Tennessee 37129

(the "Members").

ARTICLE III:
PURPOSES

The Company is organized for the following purposes:

(A) To acquire, own, buy, sell, invest in, trade, manage, finance, ~~refinance~~, exchange or otherwise dispose of stocks, securities, partnership interests, certificates of deposit, mutual funds, and real, personal, tangible and intangible property of any nature, including without limitation, insurance policies or contracts and any and all investments whatsoever, as the Manager may deem from time to time to be in the best interests of the

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Company, or to be needed to provide for the operation, anticipated expenses, and reserves for the future expenses of the Company;

(B) To own, acquire, manage, develop, operate, buy, sell, exchange, finance, refinance, and otherwise deal with real, personal, tangible, and intangible property, and any type of business, as the Manager may deem from time to time to be in the best interests of the Company;

(C) To conduct any lawful business and investment activity permitted under the laws of Florida and in any other jurisdiction in which the Company may have a business or investment interest in order to accomplish the foregoing objectives; and

(D) To engage in any other activities, which are related or incidental to the foregoing purposes, as may be determined in the sole and absolute discretion of the Manager.

ARTICLE IV: **DISSOLUTION**

The Company shall be dissolved upon the occurrence of any of the following events: (A) the unanimous written consent of all Members; (B) the entry of a decree of dissolution or a resolution requiring dissolution pursuant to the Florida LLC Act; or (C) the occurrence of any non-waivable "Event of Dissociation," as specified in the Florida LLC Act; provided that, the Members shall waive all Events of Dissociation as are allowed to be waived, and, as to any such Event of Dissociation which is non-waivable, the business of the Company may be continued by the consent of not less than four-fifths (4/5) of the remaining Members within ninety (90) days after the Event of Dissociation. 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 LLC Act.

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

The mailing address and street address of the principal office of the Company shall remain 2901 Pine Valley Drive, Miramar Beach, Florida 32550. **Barbara B. Edwards**, shall be the registered agent to accept service of process in the State of Florida. The street address of the registered office of the Company shall be 2901 Pine Valley Drive, Miramar Beach, Florida 32550.

ARTICLE VI: **MANAGEMENT**

Management of the Company shall be vested in the Managers, who, except for situations in which the approval of the Members is expressly required by the Operating

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OFFICE OF STATE
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Agreement or by non-waivable provisions of applicable law, shall have full and complete authority, power and discretion to manage and control the business affairs and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's business. The number of Managers of the Company shall be fixed from time to time by an affirmative vote of Members holding a majority interest, but in no instance shall there be less than one (1) Manager. A Manager need not be a Member of the Company.

ARTICLE VII:
RESTRICTIONS ON MEMBERSHIP

Members shall be admitted as set forth in the Operating Agreement. Contributions required of new Members shall be determined by the Manager at 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 without the unanimous written consent of the Members in accordance with the provisions of the Operating Agreement.

ARTICLE VIII:
OPERATING AGREEMENT

The Operating Agreement shall govern the operation and all affairs of the Company. The power to adopt, alter, amend or repeal the Operating Agreement governing this Company shall be vested in the Members as set forth therein.

ARTICLE IX:
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, devisees or heirs, in the manner and to the extent contemplated by FLA. STAT. § 608.4229.

IN WITNESS WHEREOF, in accordance with FLA. STAT. 608.408(3), the undersigned hereby certifies and affirms under the penalties of perjury that the facts stated herein are true, and that the foregoing constitutes the FIRST AMENDMENT TO THE ARTICLES OF ORGANIZATION OF SOUTH 64, LLC, and that this Amendment to the Articles of Organization were executed by the undersigned Member in Walton County, Florida, on this 20 day of Aug, 2009.



W. Terry Edwards, Member/Manager

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WALTON COUNTY, FLORIDA

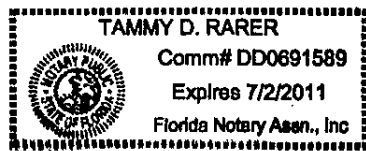
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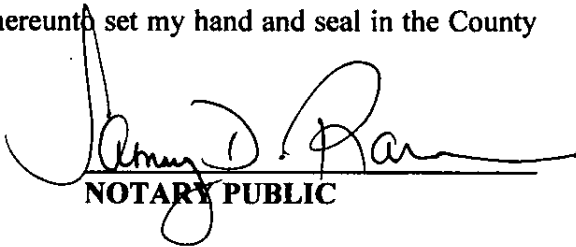
STATE OF FLORIDA)
COUNTY OF WALTON)

On this 26th day of August, 2009, before me personally appeared **W. Terry Edwards**, who is a Member/Manager of South 64, LLC, 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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