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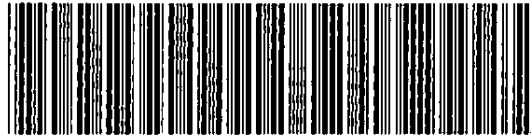
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

AUG 11 2009

EXAMINER

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: AdamsMark, LLC**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bryan Howard

Name of Person

Howard & Mobley, PLLC

Firm/Company

200 31st Avenue North, Suite 100

Address

Nashville, TN 37203

City/State and Zip Code

bryan@howardmobley.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bryan Howard

Name of Person

at ( 615 ) 627-4444

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**ARTICLES OF ORGANIZATION  
OF  
ADAMSMARK, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

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

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company is Grand Bay Drive, Unit 385, Key Biscayne, Miami-Dade County, Florida 33149.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is W. Andrew Adams, Ritz Carlton, 455 Grand Bay Drive, Unit 385, Key Biscayne, Miami-Dade County, Florida 33149.

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.

W. Andrew Adams  
Signature

W. Andrew Adams  
Print Name

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company in cash or property.

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## ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

## ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless 50% of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of the remaining members.

## ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company are:

W. Andrew Adams – President, 455 Grand Bay Dr., Unit 385, Key Biscayne, FL 33149

William Andrew Adams, Jr. – Vice President, 282 Kevin Drive, Murfreesboro, TN 37132

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization on July 31, 2009. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
Bryan Howard, Authorized Organizer

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