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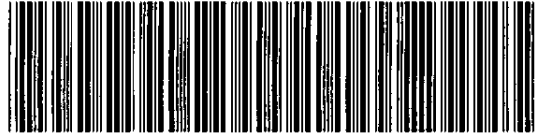
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T. HAMPTON  
SEP 10 2009  
EXAMINER

THOMAS SALE, JR.  
Attorney and Counsellor at Law

SUITE ONE  
602 HARRISON AVENUE  
MAIL ADDRESS, P.O. BOX 426  
PANAMA CITY, FLORIDA 32402

TELEPHONE (850) 763-7311  
FAX (850) 763-8986

September 8, 2009

VIA FEDERAL EXPRESS

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

Re: Laird Trust Properties, LLC

Gentlemen:

Enclosed are an original and one copy of Articles of Organization of Laird Trust Properties, LLC, for filing. Please return a certified copy to the above address.

Also enclosed is my check in the amount of \$155.00 for the required filing fee.

If there is any question, please call the above number collect. Thank you.

Very truly yours,



Thomas Sale, Jr.

TSJr/km

Enclosures

**ARTICLES OF ORGANIZATION**  
**OF**  
**LAIRD TRUST PROPERTIES, LLC**

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The undersigned forms a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be LAIRD TRUST PROPERTIES, LLC and its principal office shall be located at 5341 Soule Drive, Panama City, County of Bay, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Above is also the mailing address of the limited liability company.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers and purposes by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited

liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which this limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV MEMBERS

There are five members of the limited liability company at the time of formation who, with their addresses, are:

John S. Laird  
5341 Soule Drive  
Panama City, FL 32404

Martha L. Newton  
P. O. Box 28120  
Panama City, FL 32411

Dorothy L. Foster  
P. O. Box 526451  
Salt Lake City, Utah 84152

Patricia L. Hitchcock  
P. O. Box 1157  
Montgomery, AL 36111

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Bobbie Jean Laird, as Trustee under the will  
of Wallace H. Laird, Jr., deceased  
P. O. Box 1138  
Lynn Haven, FL 32444

ARTICLE V  
MANAGEMENT

The limited liability company is to be member managed. Any two of the members named in Article IV may act for the company in all matters, including but not limited to conveyance of real property.

ARTICLE VI  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members, as well as conditions and requirements of admission, and determination of rights and authority of such admitted member(s), shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred voluntarily or involuntarily, except with the unanimous written consent of all members. In the event of attempted involuntary alienation of any interest of a member, the remaining members shall have the pro rata right to purchase such interest at a fair market value with an appropriate minority interest discount. Should any member decline to purchase, the other members may themselves so purchase, again pro rata.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue any business or activity of the company on a unanimous consent of the remaining members.

ARTICLE VII  
CAPITAL CONTRIBUTIONS

The initial capital contributions of the members are the conveyance to the company of their interest in the Wallace H.

Laird, Sr. Trust Continuation, of which they held an equal beneficial interest at the forming of the company. Additional contributions will be made as required for operating or investment purposes, as determined by a 4/5ths affirmative vote of the members. Members will make contributions in equal shares. Upon failure of a member to pay any of same, other members may pay the defaulted share which shall be charged against the capital account of the defaulting member, which interest, to be repaid upon any succeeding distribution from the company.

#### ARTICLE VIII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members as of December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

#### ARTICLE IX DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE X  
INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 602 Harrison Avenue, Suite One, County of Bay, State of Florida, and the name of the company's initial registered agent at that address is Thomas Sale, Jr. The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of LAIRD TRUST PROPERTIES, LLC

Executed by the undersigned this 2 day of September 2009.

  
\_\_\_\_\_  
John S. Laird

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

STATE OF FLORIDA  
COUNTY OF BAY

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is LAIRD TRUST PROPERTIES, LLC.

The name of the registered agent for LAIRD TRUST PROPERTIES, LLC is Thomas Sale, Jr., and the street address where the agent is located is 602 Harrison Avenue, Suite One, Panama City, Florida.

This statement is to acknowledge that, as indicated above LAIRD TRUST PROPERTIES, LLC. has appointed Thomas Sale, Jr., as its registered agent to accept service of process for the company at the place designated in this certificate. I accept this 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.

  
\_\_\_\_\_  
Thomas Sale, Jr.

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STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared THOMAS SALE, JR., who is personally known to me, and who acknowledged

before me his execution of same for the reasons therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of September 2009.

Kathy L Morrison  
Notary Public

My commission expires:

KATHY L. MORRISON  
Notary Public - State of Florida  
My Commission Expires Sept. 29, 2012  
Commission No. DD 818252

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