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SECNSTARY OF STATE DIVISION OF CORPORATION



HARRY E. BARR
Board Certified Cwil Trial Law
Certified Crewit Court Mediator
D. MICHAEL CHESSER
Board Certified Real Estate Law
Certified Circuit Court Mediator
LOIS LA SEUR, AICP

Also hoensed in MS NICKOLAS G. PETERSEN COLLEEN COFFIELD SACHS
Also licensed in LA
LESLIE D. SHEEKLEY
LOUIS L. LONG, JR.
1946 · 2009
Of Counsel
JEROME A. ZIVAN
Also licensed in GA

mike@chesserbarr.com

Thursday, October 15, 2009

Florida Department of State Division of Corporations Corporate Filing P.O. Box 6327 Tallahassee, FL 32314

Re: MJS Real Estate, LLC.

Dear Sir/Madam:

Enclosed you will find the original Articles of Incorporation for MJS Real Estate, LLC to be filed with your office along with a check in the amount of \$130.00 for the Filing Fee, Designation of Registered Agent and for a Certificate of Status.

Once filed, please return the Certificate of Status to my attention at the address above. I have enclosed a self addressed stamped envelope for your convenience.

Should there be any questions please feel free to contact me directly. Thank you.

Sincerely,

Tammy DeShay, FRP (

Paralegal to,

Mike Chesser, Esq.

Enclosures.

ARTICLES OF ORGANIZATION MJS REAL ESTATE, 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 MJS REAL ESTATE, 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 MJS Real Estate, LLC (the "Operating Agreement"), and/or the Florida LLC Act.

ARTICLE IV: INITIAL MEMBER

The name and address of the initial Members are:

Mitzi J. Switzer 1123 Bahn Innsbruck Benjamin E. Keen

Gary W. Stroup

Helen, GA 30545

217 Brookmeade Crestview, FL 32539 1123 Bahn Innsbruck Helen, GA 30545

ARTICLE V: DISSOLUTION

Upon the occurrence of any Dissolution Event (as defined in the Operating Agreement of

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DIVISION OF CORPORATION

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 217 Brookemeade, Crestview, Florida 32539. 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 and 1201 Eglin Parkway, Shalimar, FL 32578 shall also be the street address of the initial registered office of the Company.

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.

ARTICLE VIII: MANAGEMENT

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

Mitzi J. Switzer 1123 Bahn Innsbruck Helen, GA 30545 Benjamin E. Keen 217 Brookmeade Crestview, FL 32539

Gary W. Stroup 1123 Bahn Innsbruck Helen, GA 30545

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.

<u>ARTICLE X:</u> 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, devises or heirs, in the mariner and to the extent contemplated by FLA. STAT. § 608.4229.

IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing constitutes the ARTICLES OF ORGANIZATION OF MJS REAL ESTATE, LLC, and these Articles of Organization were executed by the undersigned Members in Okaloosa County, Florida on this 20 day of September, 2009.

Mitzi J. Switzer / Initial Member

STATE OF GEORGE)
COUNTY OF White)

On this 30 day of September, 2009, before me personally appeared Mitzi J. Switzer 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, or who produced as identification and acknowledged before me that they 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]

My Commission Expires March 13, 2010

Initial Member STATE OF FLORIDA COUNTY OF OKOLOGIO On this 874 day of October 2009, before me personally appeared Benjamin E. Keen 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, or who produced DRIVER'S LICEUSE as identification and acknowledged before me that they 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. Comm# DD0871029 Expires 4/19/2013 Floride Notery Asen. STATE OF beorgia COUNTY OF Whi 30 day of Seftember 2009, before me personally appeared Gary W. Stroup 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, or who produced as identification and acknowledged before me that they executed the same for the purposes expressed therein.

My Commission Expires March 13, 2010

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

State aforesaid.

[Seal]

DESIGNATION OF REGISTERED AGENT

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

MJS Real Estate, 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, MJS Real Estate, LLC, and do hereby understand and accept the obligations of the position, and acknowledge my acceptance with my signature below on this day of OCTOBER, 2009.

D. Michael Chesser, Esquire