

Jan 05 2011 2:18PM
Division of Corporations

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A. 3614710894

p. 1
Page 1 of 1

Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
BES Middletown, LLC

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JAN 6 2011

ARTICLES OF ORGANIZATION
OF
BES MIDDLETOWN, LLC

The undersigned, desiring to form a Florida limited liability company under the Florida Limited Liability Company Act (*Act*), Section 608.401-608.703, Florida Statutes, does hereby make and file these Articles of Organization. Capitalized terms used but not defined in these Articles have the same meanings given to them in Section 608.402 of the Act.

ARTICLE I

NAME

The name of this limited liability company (*Company*) is:

BES MIDDLETOWN, LLC

ARTICLE II

ADDRESS

The mailing address and street address of the Company's principal office are:

c/o R B Financial Group
4400 Marsh Landing Blvd., #2
Ponte Vedra Beach, Florida 32082

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent are:

John White II
1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

FILED
2011 JAN -5 AM 10:30
CLERK OF CIRCUIT
JUDGE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the 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 in Chapter 608, Florida Statutes.


John White II

ARTICLE IV

MANAGEMENT

The management of the Company has been exclusively reserved to a Manager, and the name and address of the initial Manager is Robert G. Bruce, R B Financial Group, 4400 Marsh Landing Blvd., #2, Ponte Vedra Beach, Florida 32082 The Manager has the sole and exclusive right to manage the business and affairs of the Company.

ARTICLE V

INDEMNIFICATION OF MANAGER

To the fullest extent permitted by law, the Company will indemnify and hold the Manager harmless from and against all expenses (including, without limitation, attorneys' fees and costs in all trial, appellate and collection proceedings) actually and reasonably incurred in connection with any proceeding, whether civil or criminal, in which he is a party. The Company may maintain insurance to protect itself and the Manager against all fines, liabilities, costs and expenses, including attorneys' fees, whether or not the Company would have the legal power to indemnify him directly against such liability. To the fullest extent permitted by law, the Members and Company hereby waive and release the Manager from any and all claims and liabilities by reason of adverse results to the Company or any act or failure to act on the part of the Manager in the performance of any duty so long as the Manager was proceeding in good faith to promote the best interests of the Company and is otherwise entitled to indemnification.


ARTICLE VI

ACTIONS BY MEMBERS

The written consent of Members owning more than 75% of the Membership Interests (expressed as percentages) in the Company is required to amend the Company's Articles of Organization and approve the right of the assignee of a Membership Interest to become a substitute member. The written consent of Members owning more than 50% of the Membership Interests

(expressed as percentages) in the Company is required to remove the Manager and designate a replacement Manager.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has made and subscribed these Articles of Organization on the date hereinafter set forth.



John White II
January 5, 2010

(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.)

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