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TALLAHASSEE, FLORIDA

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EXAMINER

# HELMSING, LEACH, HERLONG, NEWMAN & ROUSE

FREDERICK G. HELMSING (1940 - 2011)

JOHN N. LEACH

WARREN C. HERLONG

JAMES B. NEWMAN

ROBERT H. ROUSE

JOSEPH P. H. BABINGTON \*\*

R. ALAN ALEXANDER

JOHN T. DUKES

JEFFERY J. HARTLEY

A. EDWIN STUARDI, III \*

CHARLES R. MIXON, JR.

J. CASEY PIPES

RUSSELL C. BUFFKIN

PATRICK C. FINNEGAN \*

LESLIE G. WEEKS \*

CHRISTOPHER T. CONTE \*

THOMAS RYAN LUNA

D. ANDREW STIVENDER

ANNIE J. DIKE

A PROFESSIONAL CORPORATION

LAWYERS

150 GOVERNMENT STREET

MOBILE, ALABAMA

February 14, 2012

T. K. JACKSON, III  
OF COUNSEL

MAILING ADDRESS  
POST OFFICE BOX 2767  
MOBILE, ALABAMA 36652

STREET ADDRESS  
SUITE 2000 LACLEDE BUILDING  
150 GOVERNMENT STREET  
MOBILE, ALABAMA 36602

TELEPHONE (251) 432-5521  
FACSIMILE (251) 432-0633

www.helmsinglaw.com

\* ALSO ADMITTED IN FLORIDA  
\*\* ALSO ADMITTED IN LOUISIANA  
\* ALSO ADMITTED IN MISSISSIPPI  
\* ALSO ADMITTED IN NEW YORK

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

**Re: Certificate of Formation  
Nalty Investments, LLC  
HLHN&R Matter No.: 17438**

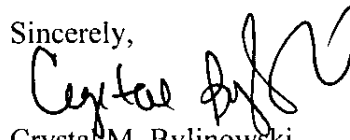
To Whom It May Concern:

Enclosed for recording with the Florida Department of State is an Articles of Organization for Nalty Investments, LLC. I have enclosed our firm's check in the amount of \$125.00 payable to the Florida Department of State to cover the cost of recording. I've also enclosed a self-addressed postage pre-paid envelope so that you can return a copy (and/or the original) of the stamped document to me after recording.

If you need any additional information or have any questions, please do not hesitate to contact me at 251-432-5521.

Thank you for your assistance in this matter.

Sincerely,



Crystal M. Bylinowski

Legal Assistant to Leslie G. Weeks

/cmb

Enclosures

DOC #317600

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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Nalty Investments, 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:

Leah Nalty Ralls

Name of Person

Nalty Investments, LLC

Firm/Company

641 Bayou Blvd.

Address

Pensacola, Florida 32503

City/State and Zip Code

lnalty@aol.com and robert@hsm-cpa.com

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

For further information concerning this matter, please call:

Crystal Bylinowski or Leslie Weeks at ( 251 ) 432.5521  
Name of Person 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**

**NALTY INVESTMENTS, LLC**

For the purpose of forming a domestic limited liability company pursuant to Chapter 608, F.S. (hereinafter referred to as the "Florida Limited Liability Company Act"), the undersigned Organizer does hereby sign and adopt these Articles of Organization as and for the Articles of Organization pursuant to the Florida Limited Liability Company Act, and, upon the filing of record of these Articles of Organization in the Florida Department of State the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article One hereof, shall commence.

**ARTICLE ONE**  
**NAME**

- 1.1 The name of the Company is NALTY INVESTMENTS, LLC.

**ARTICLE TWO**  
**PRINCIPAL OFFICE**

- 2.1 The mailing and street address of the principal office of the limited liability company is 641 Bayou Blvd., Pensacola, Florida 32503.

**ARTICLE THREE**  
**PURPOSES**

- 3.1 The purposes for which the Company is organized are:

(a) To purchase, own, hold, control, use, develop, improve, exchange, mortgage, lease, rent, sell, convey, or otherwise acquire and dispose of and deal generally in and with, real property, both improved and unimproved, all timber located or to be cultivated thereon, and any and all oil, gas and other minerals and mineral rights of every kind and any easement or other interest therein, wherever situate; to erect, or cause to be erected, on any lands owned, held or occupied by the Company, houses, buildings, or other structures, with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on lands so owned, held or occupied; to encumber, sell or otherwise dispose of any lands or interests in lands, timber located or hereafter cultivated thereon, and any buildings or other structures, at any time owned or held by the Company; and

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(b) To acquire in any manner, subscribe for, purchase and invest in for cash or on margin, receive, hold, own, assign, transfer, sell or otherwise dispose of, endorse, create a security interest in, pledge, or otherwise deal in or with shares of stock (whether publicly or privately held) and bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness of any corporation, association, firm, individual, or government or subdivision thereof; to make payment therefore in any lawful manner; to possess and exercise in respect thereof all the rights, powers, and privileges of individual owners or holders thereof, including applicable voting rights; and to do anything for the preservation, protection, improvement, or enhancement of the value of any such shares, bonds, mortgages, debentures, notes, or other obligations, and to do anything designed for any such purpose; and

(c) To carry on a trade or business, to form, organize, capitalize and invest in, alone or jointly with others, all types of business entities or trusts and to sell or otherwise dispose of the same to others; or to acquire general or limited partnership interests in a partnership, membership interests in a limited liability company or a joint venture, shares in a corporation, or interests in any syndication; and, in general, without limiting the foregoing, to conduct such activities as are usual and customary in connection with the stocks, bonds, securities, and other investments in corporations, partnerships, joint ventures, limited liability companies, trusts and other business entities; and

(d) In general, to take any and all actions, and to exercise any and all powers which it might now or hereafter be lawful for a limited liability company to do or exercise under the Florida Limited Liability Company Act, or any act amendatory thereof or supplemental thereto that may be now or hereafter in force.

#### **ARTICLE FOUR** **DURATION**

4.1 The period for the duration of the Company shall be perpetual, and the Company shall continue until it is dissolved in accordance with the provisions of Article Seven hereof and the Florida Limited Liability Company Act.

#### **ARTICLE FIVE** **REGISTERED OFFICE AND AGENT**

5.1 The street address of the Company's registered agent is 641 Bayou Blvd., Pensacola, Florida 32503.

5.2 The name of the initial registered agent of the Company at the address set forth above is Leah Nalty Ralls.

5.3 *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 in Chapter 608, F.S.*

  
\_\_\_\_\_  
Registered Agent's Signature (REQUIRED)

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**ARTICLE SIX**  
**ADDITIONAL OR SUBSTITUTE MEMBERS**

6.1 The Operating Agreement of the Company contains restrictions on the transfer, assignment or hypothecation of a Member's Interest in the Company, as that term is defined in the Operating Agreement of the Company.

6.2 A transferee may be admitted as a Member of the Company only as provided in the Operating Agreement of the Company.

**ARTICLE SEVEN**  
**DISSOLUTION OF COMPANY**

7.1 Notwithstanding any provision to the contrary, the Company shall continue and not dissolve as a result of the death, retirement, resignation, expulsion, cessation, bankruptcy, or dissolution of any Member, or any other event that terminates the continued Membership of a Member, except as specifically provided in Section 608.441 of the Florida Limited Liability Company Act.

**ARTICLE EIGHT**  
**MANAGEMENT**

8.1 The Company shall be managed by one (1) or more Managers who need not be Members. The name and mailing address of the initial Managers who shall serve until their successors are elected and begin serving are as follows:

Frank M. Nalty, Jr.

P. O. Box 1266  
Brewton, AL 36427

Leah Nalty Ralls

641 Bayou Blvd.  
Pensacola, Florida 32503

**ARTICLE NINE**  
**NO LIABILITY**

9.1 The Members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Florida Limited Liability Company Act.

**ARTICLE TEN**  
**INITIAL MEMBERS**

10.1 The names and mailing addresses of the Initial Members of the Company are as follows:

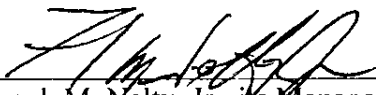
<b><u>Name</u></b>	<b><u>Address</u></b>
Frank M, Nalty, Jr., LLC	P. O. Box 1266 Brewton, AL 36427
Leah Nalty Ralls, LLC	641 Bayou Blvd. Pensacola, FL 32503

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TALLAHASSEE, FLORIDA

**[THE NEXT PAGE IS THE SIGNATURE PAGE]**

IN WITNESS WHEREOF, the undersigned Members have hereunto affixed their signatures on this the 13 day of February, 2012.

**Frank M. Nalty, Jr., LLC, Member**

By:   
Frank M. Nalty, Jr., its Manager

**Leah Nalty Ralls, LLC, Member**

By:   
Leah Nalty Ralls, its Manager

(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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

THIS INSTRUMENT PREPARED BY:

Leslie G. Weeks, Esquire  
Florida Bar No.: 167592  
HELMSING, LEACH, HERLONG,  
NEWMAN & ROUSE, P.C.  
150 Government Street, Suite 2000  
Mobile, Alabama 36602  
(251) 432-5521  
[lgw@helmsinglaw.com](mailto:lgw@helmsinglaw.com)

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