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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

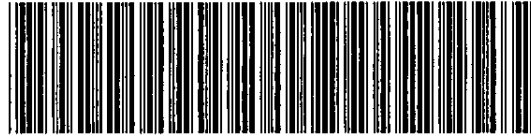
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2012 MAR 23 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sunbelt-RDF, 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:

Myra shipes

Name of Person

Farmer Price Hornsby & Weatherford, LLP

Firm/Company

100 Adris Place

Address

Dothan AL 36303

City/State and Zip Code

mshipes@fphw-law.com

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

For further information concerning this matter, please call:

Myra shipes

Name of Person

at (334) 793-2424

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

ARTICLES OF ORGANIZATION
OF
SUNBELT-RDF, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 608, Florida Statutes (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the Limited Liability Company is **SUNBELT-RDF, LLC** (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is 2733 Ross Clark Circle, Dothan, Alabama 36301.

ARTICLE III

Duration

The duration of the company shall be perpetual, unless it is dissolved and its affairs wound up pursuant to the Regulations of the Company.

ARTICLE IV

Purpose

To acquire, develop, construct, own, lease, operate, manage, mortgage, encumber, sell, exchange, or otherwise deal with hotel properties and to conduct such other activities as may be necessary to promote the aforementioned purpose and the business of the Company including entering into construction and management contracts for improvements to and operation of hotel properties, and to conduct other activities beneficial or necessary for the development, ownership and operation of

such property, and to do and perform all things necessary or incidental to the accomplishment of the purposes herein stated. It is hereby expressly provided that the foregoing purposes and powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law.

ARTICLE V

Management

The Company is to be managed by one or more managers, and name and mailing address of the initial manager, who shall serve until his successor is elected and begins serving, is **Larry G. Blumberg, Post Office Box 5566, Dothan, Alabama 36302.**

ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the regulations of the Company.


ARTICLE VII

Members Rights to Continue Business

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

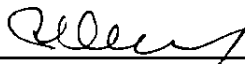
MEMBERS:


Larry G. Blumberg

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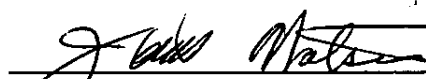
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CLERK OF COURT
JAILHOUSE FLOOR



Barry Kraselsky


Hayne Hollis


Watson & Downs Investments, LLC

By: 
John H. Watson
Its: Manager

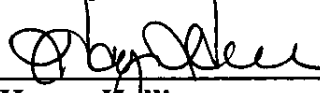
Blumberg Family – E&M, LLC

By: 
Larry G. Blumberg
Its: Manager

Blumberg Futures, LLC

By: 
Larry G. Blumberg
Its: Manager

Hollis & Spann Futures, LLC

By: 
Hayne Hollis
Its: Manager

PREPARED BY:

Edward M. Price, Jr., Esquire

FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.

Post Office Drawer 2228

Dothan, AL 36302

334/793-2424

FLORIDA BAR NUMBER: 207551

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Registered Agent Solutions, Inc.

Name

155 Office Plaza Dr. Suite A

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee

FL 32301

City, State, and Zip

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..



Art Flores, Asst. Secretary

Registered Agent's Signature (REQUIRED)