

AUG-19-2013

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Emmanuel Sheppard & Condon

FAX NO. 850 444 3683

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Division of Corporations

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Florida Department of State
Division of Corporations
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Email Address: rodney.sutton@cluv.net

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FLORIDA LIMITED LIABILITY CO.
PACE 505, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

PACE 505, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PACE 505, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be: 120 E. Main Street, Suite A, Pensacola, Florida 32502.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: Alan Bookman at 30 S. Spring Street, Pensacola, Florida 32502.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE VI - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE VII - MANAGEMENT

The business of the Company shall be managed by one or more managers chosen by the Company's Members for the management of the business and affairs of the company. The Company shall initially have two Managers. The names and address of the Managers are:

Rodney A. Sutton
120 E. Main Street, Suite A
Pensacola, FL 32502

Neal B. Nash
120 E. Main Street, Suite A
Pensacola, Florida 32502

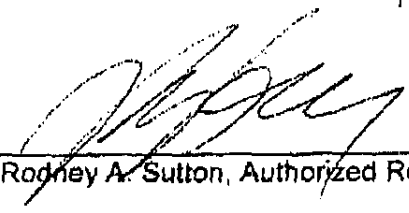
ARTICLE VIII - OFFICERS

The following persons named shall serve as Officers of the Company, and shall serve until the election and qualification of their successors:

Neal B. Nash
Rodney A. Sutton

President
Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these Articles of Organization at Pensacola, Florida, on this 19th day of August, 2013.


Rodney A. Sutton, Authorized Representative

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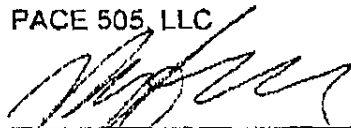
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered agent and registered office in the State of Florida.

1. The name of the limited liability company is PACE 505, LLC.
2. The name and street address of the registered agent and registered office are: Alan Bookman at 30 S. Spring Street, Pensacola, Florida 32502.

PACE 505, LLC


Rodney A. Sutton,
Its: Authorized Representative

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.

Dated: 8/19, 2013.


Alan B. Bookman
Registered Agent

1. Subchapter 608, LLC - (2) (member) (Agent of Organization) Act

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