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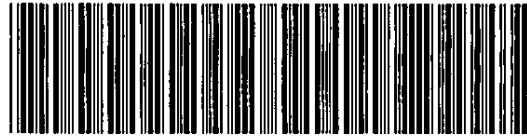
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TALLAHASSEE, FLORIDA

(850) 245-6051.

### COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: **BH HILLTOP HOLDINGS, L.L.C.**

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:

**KERRY ANNE SCHULTZ, ESQUIRE**

Name of Person

**FOUNTAIN, SCHULTZ & ASSOCIATES, PL**

Firm/Company

**2045 FOUNTAIN PROFESSIONAL CT., STE. A**

Address

**NAVARRE, FL 32566**

City/State and Zip Code

**KASCHULTZ@FOUNTAINLAW.COM**

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

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

**BRENDA L. TURLEY**

Name of Person

at ( **850** ) **939-3535**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |  |  |   |
|---|--|--|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee, Certificate of Status & Certified Copy<br>(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**

**BH HILLTOP HOLDINGS, L.L.C.**

FILED  
2013 NOV -4 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a professional limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be "**BH HILLTOP HOLDINGS, L.L.C.**" ("Company").

**ARTICLE II - ADDRESS**

The mailing address of the principal office of the Company shall be P.O. Box 171, Niceville, Florida 32588, and the street address of the principal office of the Company shall be 846 Lake Amick Dr., Niceville, Florida 32578.

**ARTICLE III - DURATION and PURPOSE**

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual. The primary purposes of the Company shall be for the operation and management of real estate and related services.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Kerry Anne Schultz, Esquire, 2045 Fountain Professional Ct., Suite A, Navarre, Florida 32566.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the

Company as adopted and agreed upon by the members.

#### ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

#### ARTICLE VIII - MANAGEMENT

The Company shall be member-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

#### ARTICLE IX - AMENDMENT

These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.

  
KERRY ANNE SCHULTZ, Organizer

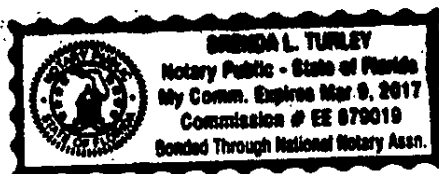
STATE OF FLORIDA  
COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 1st day of November, 2013, by Kerry Anne Schultz, who ☒ is personally known to me or who ☐ has produced \_\_\_\_\_, as identification and who did not take an oath.

  
NOTARY PUBLIC

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



**ACCEPTANCE OF DESIGNATION AS  
RESIDENT AGENT**

KERRY ANNE SCHULTZ, the designated resident agent of **BH HILLTOP HOLDINGS, L.L.C.**, does hereby certify that her business address is 2045 Fountain Professional Court, Suite A, Navarre, Florida 32566, do hereby accept the designation and appointment as resident agent of **BH HILLTOP HOLDINGS, L.L.C.**, a Florida Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.

DATED this 1<sup>st</sup> day of November, 2013.

Kerry Anne Schultz

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of November, 2013, by KERRY ANNE SCHULTZ who (✓) is personally known to me or who ( ) has produced a driver's license as identification and has taken an oath.

NOTARY PUBLIC

Commission No.:

My Commission Expires:

