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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB - 5 2014

T. BROWN

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: 437 Oregon, 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:

C. D. Lewis, Jr.

Name of Person

Lewis and Massey, P.A.

Firm/Company

1021 Massachusetts Ave., P.O. Box 701654

Address

St. Cloud, Florida 34770-1654

City/State and Zip Code

cdlewis@lewismasseylaw.com

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

For further information concerning this matter, please call:

C. D. Lewis, Jr.

Name of Person

at ( 407 ) 892-5138

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**  
**FOR**  
**437 OREGON, LLC**  
**(A FLORIDA LIMITED LIABILITY COMPANY)**

**FILED**  
14 FEB -3 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1 - NAME**

The name of the Limited Liability Company is 437 Oregon, LLC (the "Company").

**ARTICLE 2 – PERIOD OF DURATION**

Unless earlier terminated under the Florida Revised Limited Liability Company Act ("the Act") or the Operating Agreement, the period of duration of the Company shall be perpetual.

**ARTICLE 3 – PURPOSES, POWERS AND CAPITAL CONTRIBUTIONS**

- A. Purposes. The purpose for which this Limited Liability Company is organized is any and all lawful business.
- B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 605, Fla. Stat., as the same may be amended from time to time.
- C. Capital Contributions. The Members shall make contributions from time to time as required by the Operating Agreement adopted by the Company.

**ARTICLE 4 – EFFECTIVE DATE**

These articles shall be effective upon filing.

**ARTICLE 5 – ADDRESS OF PLACE OF BUSINESS**

The mailing address for the Company is P.O. Box 27684, Panama City, Florida 32411, and the street address of the principal office of the Company is 4620 Bay Point Road, Ste. 1041, Panama City, Florida 32408. These addresses may be changed from time to time as provided in the Operating Agreement.

**ARTICLE 6 – REGISTERED AGENT**

The initial registered agent in Florida for the Company is Brandais Management Services, LLC and the initial registered office is located at 4620 Bay Point Road, Ste. 1041, Panama City, Florida 32408.

## **ARTICLE 7 – MEMBERS**

The Company shall have at least two members and may admit additional members on the prior unanimous agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

## **ARTICLE 8 – CONTINUITY OF BUSINESS**

On the death, retirement, resignation, expulsion, 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, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all remaining Members of the Company.

## **ARTICLE 9 - MANAGEMENT**

The Limited Liability Company is a manager-managed Limited Liability Company. The Limited Liability Company shall be managed by Brandais Management Services, LLC, 4620 Bay Point Road, Ste. 1041, Panama City, Florida 32408, who is or will be designated, appointed, or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company.

Brandais Management Services, LLC, as manager, shall carry out and further the decisions and actions of the managers or members made under the Operating Agreement and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements, and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred, or evidenced, which are necessary, appropriate, or beneficial to carry out or further such decisions or actions.

## **ARTICLE 10 – INDEMNIFICATION**

Except as expressly provided in the Operating Agreement, the Company shall indemnify any Member, manager, or former Member or manager to the full extent permitted under Chapter 605, Fla. Stat.

## **ARTICLE 11 – ADOPTION OF OPERATING AGREEMENT**

The Company shall adopt an Operating Agreement for the Company, which agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

In according with F.S. 605.0201, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

1/25/14  
Date

Betty S. Padgett  
Betty S. Padgett, Member

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Under the provision of F.S. 605.0113, the Company submits the following statement to designate a registered office and registered agent in the state of Florida.

The name of the limited liability company is 437 Oregon, LLC.

The name and the Florida street address of the registered agent are Brandais Management Services, LLC, 4620 Bay Point Road, Ste. 1041, Panama City, Florida 32408.

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

1/25/14  
Date

Patricia S. Selph  
Patricia S. Selph, as Managing Member of  
Brandais Management Services, LLC