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TITO S. SMITH
ATTORNEY AT LAW
Post Office Box 1354
601 St. Johns Avenue
PALATKA, Florida 32177

TELEPHONE (904) 329-6778
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January 13, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
JAN 14 1995
TALLAHASSEE, FLORIDA

Re: S & S Investment Properties, L.C.
Articles of Incorporation

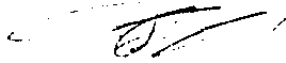
Dear Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for S & S Investment Properties, L.C., a Florida Limited Liability Company. In addition you will find enclosed my check in the sum of \$337.50, representing the following fees (Section 607.0122):

Filing Fee	\$ 250.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$ <u>337.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you in advance for your assistance in this matter.

Sincerely,



Tito S. Smith

TSS/lkb

Enclosures

D. BROWN JAN 23 1995

ARTICLES OF ORGANIZATION

FOR

S & S INVESTMENT PROPERTIES, L.C. A FLORIDA LIMITED LIABILITY COMPANY

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I: Name and Principal Place of Business

The name of the Limited Liability Company shall be: S & S, INVESTMENT PROPERTIES, L.C., and its principal office shall be located at 601 St. Johns Avenue in the City of Palatka, County of Putnam, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II: Purpose and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transaction, shall be as follows:

- a. To engage in any activity or business authorized under the Florida Statutes.
- b. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might our could do.
- c. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize

and in any manner dispose of the rights and property and property so acquired.

- d. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department and to perform and carry out, assign, cancel or rescind any of such contracts.
- e. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in this Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities or limited liability companies for profit.
- f. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either loan or an association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause, they shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business,

exercising any power, or do any act which a limited liability company may not, under Florida Laws, lawfully carry on, exercise, or do.

ARTICLE III: Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the members of this Limited Liability Company. This Article may be amended from time to time and the regulations of the Limited Liability Company by unanimous vote of the members of the Limited Liability Company.

ARTICLE IV: Management

Management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

TITO S. SMITH	601 St. Johns Avenue Palatka, Florida 32177
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KELLEY SMITH, JR.	Rt. 2, Box 1746 Palatka, Florida 32177
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ARTICLE V: Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI: Capital Contributions

Capital contributions in the amount of \$2,965.99 each shall be paid to the Limited Liability Company by the two members in equal shares. Additional contributions will be made as required for investment purposes as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII: PROFITS AND LOSSES

A. **Profits.** The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members annually.

B. **Losses.** All losses that occur in the operation of the Limited Liability Company shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII: DURATION

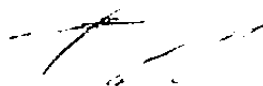
This Limited Liability Company shall exist until January 15, 2020, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

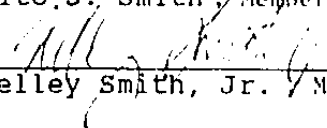
ARTICLE IX: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 601 St. Johns Avenue, City of Palatka, County of Putnam, State of Florida, and the name of the Company's initial registered agent at that address is Tito S. Smith.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of S & S Investment Properties, L.C.

Executed by the undersigned at Palatka, Putnam County, Florida, this 15th day of January, 1995.


Tito S. Smith, Member


Kelley Smith, Jr., Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of S & S Investment Properties, L.C., deposes and says:

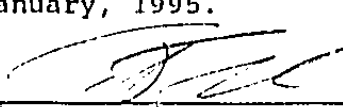
1. The above-named Limited Liability Company has at least two members.

2. The total amount of cash contributed by the members is \$2,965.99.

3. If any, the agreed value of property other than cash contributed by members is \$175,000.00. The description of the property is attached and made a part hereof.

4. Total amount of cash or property anticipated to be contributed by members is \$177,965.99. This total includes amounts from Paragraph 2 and 3, above.

Dated this 12th day of January, 1995.

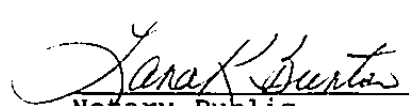


Tito S. Smith

In Accordance with §608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation of the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA
COUNTY OF PUTNAM

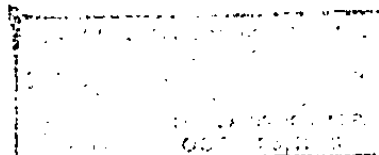
I HEREBY CERTIFY that on this 12th day of January, 1995, the foregoing instrument was acknowledged before me by TITO S. SMITH, who are personally known to me or who have produced _____ as identification and who did take an oath.



Notary Public
Commission No. CC414066

Liana K. Burton

Name of Notary typed,
printed or stamped



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESSES MAY BE SERVED.

In pursuance of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following Statement and designates the Resident Agent/Resident Office in the State of Florida.


1. The name of the Limited Liability Company is S & S INVESTMENT PROPERTIES, L.C.

2. The name and address of the resident agent and office is TITO S. SMITH, 601 St. Johns Avenue, Palatka, Florida, 32177.

ACKNOWLEDGMENT

HAVING BEEN named as Resident 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 Resident 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 Resident Agent.

DATED this 14 day of January, 1995.



TITO S. SMITH

FILE NOW: Fee after May 1, will be \$263.75

L9500000061
LIMITED LIABILITY COMPANY
ANNUAL REPORT
1995
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FILED

96 FEB 21 AM 9:25

FILING FEE Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
\$ 238.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000061

S & S INVESTMENT PROPERTIES, L.C.
601 ST. JOHNS AVENUE
PALATKA FL 32177

1a. Principal Place of Business Address
601 ST. JOHNS AVENUE
PALATKA FL 32177

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
State, Apt. #, etc.		State, Apt. #, etc.		01/18/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		5. Date of Last Report	6. Certificate of Status Desired
Country		Country			<input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent

SMITH, TITO S
601 ST. JOHNS AVENUE
PALATKA FL 32177

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. #, etc.

City

200001723802
-02/26/96--0101--025

***238.75
238.75

FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (RSE) (Registered Agent with power required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
M	SMITH, TITO S	601 ST. JOHNS AVENUE	PALATKA FL
M	SMITH, KELLEY JR.	RT. 2, BOX 1746	PALATKA FL

dcc

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address

SIGNATURE:

Tito S. Smith

2/16/96

INSTRUCTIONS: PREPARE THIS REPORT FOR THE LIMITED LIABILITY COMPANY'S MANAGING MEMBER OR MANAGER

File

Register Power of