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MARLOW WHITE  
(Requestor's Name)  
P.O. Box 1050  
(Address)  
Talla. FL 32302  
(City, State, Zip) (Phone #)  
425-5077

RECEIVED  
96 JAN 16 AM 10:48  
DIVISION OF CORPORATION

OFFICE USE ONLY

FILED  
96 JAN 16 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BRANCH ASSETS, L-C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-01/17/96--01033--003  
\*\*\*\*337.50 \*\*\*\*337.50

D. BROWN JAN 16 1996

Examiner's Initials

**ARTICLES OF ORGANIZATION**

**OF**

**BRANCH ASSETS, L. C.  
(a Limited Liability Company)**

**FILED**  
95 JAN 16 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, *et seq.*, Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

**ARTICLE I**

***Name***

The name of the limited liability company (the "Company") shall be **BRANCH ASSETS, L. C.**; it shall be resident at 2882 Remington Green Circle, Tallahassee, Florida 32308.

**ARTICLE II**

***Period of Duration***

The period of duration for the Limited Liability Company shall be from the date of filing these Articles with the Florida Division of Corporations and continuing for thirty (30) years, unless extended as provided in the Operating Agreement and Regulations.

**ARTICLE III**

***Business of the Company***

This Company is authorized to conduct all lawful businesses within and without the State of Florida and as authorized pursuant to Sections 608.401, *et. seq.*, Florida Statutes.

## **ARTICLE IV**

### ***Management***

The Limited Liability Company is to be managed by one or more managers. There will be one manager initially; and, the name and address of such initial manager is: Arvah Branch Hopkins, Jr., 2882 Remington Green Circle, Tallahassee, Florida 32308

## **ARTICLE V**

### ***Registered Office and Registered Agent***

The resident office of the Company in this State shall be 2882 Remington Green Circle, Tallahassee, Florida 32308 and the Registered Agent shall be Marlow White, Esq., Lewis & White, L. C., 216 W. College Avenue #201, Tallahassee, Florida 32301.

## **ARTICLE VI**

### ***Admission of Additional Members***

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement and Regulations of the Company.

## **ARTICLE VII**

### ***Members Rights to Continue Business***

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be as set forth in the Operating Agreement and Regulations of the Company.

## **ARTICLE VIII**

### ***Distributions in Kind***

The Company may distribute assets in-kind as provided in the Operating Agreement and Regulations of the Company.

## **ARTICLE IX**

### ***Meetings Not Required***

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

## **ARTICLE X**

### ***Limitation on Manager Liability***

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article X does not eliminate or limit the liability of a manager to the extent that the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of the manager is expressly provided by an applicable statute. Any repeal or amendment of this Article X by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the

circumstances in which the manager of the Company is not liable is set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of the State of Florida hereinafter enacted that further limits the liability of a manager of a limited liability company or of a director of a corporation.

## ARTICLE XI

### *Miscellaneous*

**Power of Attorney and Amendment.** The Chairman of the Board of Managers, the Managing Director and/or Manager-Finance, severally, and their successors shall be, and by these presents hereby are appointed the true and lawful attorneys-in-fact for the Members and their respective assignees, and each of them with full power and authority for them in their names to execute, acknowledge or swear to and file Amendments of these Articles of Organization and other Company documents as follows:

(1) To amend these Articles in any respect except to substitute a Chairman of the Board of Managers, Managing Director or Manager-Finance (other than through a merger or reorganization of the Managing Member) or to decrease or diminish the duties, liabilities or responsibilities of the Chairman of the Board of Managers, Managing Director or Manager-Finance or to increase the liability of any Member in any respect.

(2) Deeds, notes, mortgages, security instruments of any kind and nature, leases, contracts and such other instruments as may be necessary to carry on the business of the Company as set forth in Article III hereto, provided that no such instrument shall increase the personal liability of any Member herein; and

(3) All documents that may be required to effectuate the dissolution and termination of the Company.

It is expressly intended by each of the Members that the foregoing power of attorney is coupled with an interest. The foregoing power of attorney shall be irrevocable except upon dissolution and survive the delivery or assignment by any of the Members of the whole or any portion of their membership interest and when the assignee has executed a power of attorney coupled with an interest and the foregoing power of attorney of the assignor Member shall survive the delivery of such assignment for the sole purpose of enabling the Chairman of the Board of Managers or Manager-Finance to make, execute, deliver, acknowledge and file any and all instruments necessary to effectuate such substitution. It is understood that the Chairman of the Board of Managers or

Manager-Finance may require that the assignee execute a similar power of attorney as a condition of his admission as a substitute Member.

Gender. The masculine and neuter gender has been used interchangeably in these Articles and each may be considered to refer to the other if appropriate.

Binding Effect. These Articles shall inure to the benefit of and be binding upon the parties hereto, their legal representatives, transferees, successors, survivors, heirs and assigns.

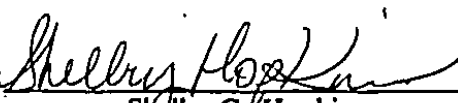
Duplicate Originals. For the convenience of the parties hereto, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Construction. These Articles shall be interpreted and construed in accordance with the laws of the State of Florida. The titles of the Sections and Subsections herein have been inserted as a matter of convenience of reference only and shall not control or affect the meaning of construction of any of the terms or provisions herein.

Entire Agreement. These Articles and the Operating Agreement and Regulations of the Company are intended by the parties hereto to be the final expression of their agreement and is the complete and exclusive statement of the terms of such agreement notwithstanding any representations or statements of the contrary heretofore made.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the day first above written.

MEMBER: SHELBY G. HOPKINS

By:   
Shelby G. Hopkins

I HEREBY ACCEPT nomination as Registered Agent.

By:   
Marlow White

STATE OF FLORIDA

s. s. Tallahassee

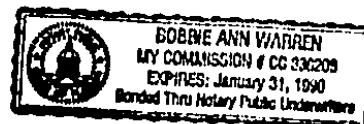
COUNTY OF LEON

FILED  
96 JAN 16 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, Bobbie Warren, a Notary Public, on the 16  
day of January, 1996, in and for Leon County, State of Florida, personally appeared  
SHELBY G. HOPKINS as Member of BRANCH ASSETS, L. C., being personally  
known to me and duly sworn by me and under oath, acknowledged the due execution of  
the foregoing Articles of Organization of BRANCH ASSETS, L. C., freely and  
voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 16<sup>th</sup> day of January, 1996.

Mrs. Bobbie Ann Warren



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**OF**  
**BRANCH ASSETS, L. C.**

STATE OF FLORIDA  
COUNTY OF LEON

s. s. Tallahassee

The undersigned member or authorized representative of a Member of BRANCH ASSETS, 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 \$1,000.00.
3. If any, the agreed value of property or services other than cash contributed by members is \$-none-.
4. The total amount of cash or property or services anticipated to be contributed by the members is \$1,000.00. This total includes amounts from 2 and 3 above.

  
SHELBY G. HOPKINS, MEMBER

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of January, 1996, by SHELBY G. HOPKINS, [X] who is personally known to me or [ ] who has provided \_\_\_\_\_ as identification and who did take an oath.

