

L96000000166

WILLIAM E. WHITLOCK
Requestor's Name

400 N. ADAMS ST
Address

TALLAHASSEE, FL. 224-5556
City/State/Zip Phone #

Office Use Only

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

1. PRIMO HOLDINGS, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 FEB - 8 PM 9 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ 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 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

100001712571
-02/13/96-10013-093
***327.581 ***337.50

Give this file
date

RECEIVED
96 FEB - 8 PM 4: 25
DIVISION OF CORPORATION

Examiner's Initials

AUTHORIZATION BY PHONE TO
CORRECT Add First to Name
DATE 2-9-96
DOC. EXAM P. J. Jones
CR2E031(1/95)

ARTICLES OF ORGANIZATION
OF
FIRST PRIME HOLDINGS, L.C.
(a Limited Liability Company)

FILED
96 FEB -8 AM 9:06
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 (hereinafter referred to as the "Company") shall be PRIME HOLDINGS, L.C., whose address is 400 North Adams Street, Tallahassee, Florida 32301.

ARTICLE II

Period of Duration

The period of duration for the Limited Liability Company shall be from the date 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 business 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 a manager and the name and address of such manager who will serve as initial manager is:

William E. Whitlock, III
Managing Director
202 Johns Drive, #11
Tallahassee, Florida 32301

ARTICLE V

Registered Office and Registered Agent

The resident office of the Company in this State shall be 400 North Adams Street, Tallahassee, Florida 32301 and the Registered Agent shall be William E. Whitlock, III, Esquire, 400 North Adams Street, 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 admission 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 service 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 have 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.

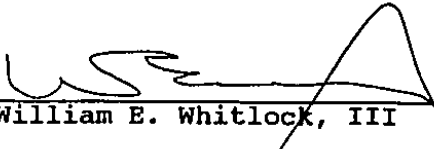
IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the day first above written.

Registered Agent: WILLIAM E. WHITLOCK, III, ESQUIRE

I HEREBY ACCEPT my nomination as Registered Agent.

By: 
William E. Whitlock, III

Member: WILLIAM E. WHITLOCK, III

By: 
William E. Whitlock, III

FILED
96 FEB -8 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned, a Notary Public, on the 7th day of February, 1996, in and for Leon County, State of Florida, personally appeared WILLIAM E. WHITLOCK, III, as Member and Registered Agent, who, being personally known to me, and being first duly sworn by me, upon his oath acknowledged the due execution of the foregoing Articles of Organization of PRIME HOLDINGS, L.C., freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 8th day of February, 1996.

Elsa D. Whitlock
NOTARY PUBLIC



ELSA D. WHITLOCK
MY COMMISSION # CC 247760 EXPIRES
December 21, 1998
BONDED TRIPLE TINY FAIR INSURANCE, INC.

MY Commission Expires:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
FIRST PRIME HOLDINGS, L.C.

FILED

96 FEB -8 AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

FIRST

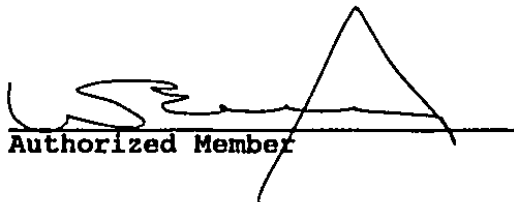
The undersigned member of/PRIME HOLDINGS, L.C. deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash and services contributed by the member(s) 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 member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.


Authorized Member

The foregoing instrument was acknowledged before me this ____
of February, 1996, by WILLIAM E. WHITLOCK, III, [X] who is
personally known to me or [] who has provided _____
_____ as identification and who did take an oath.


NOTARY PUBLIC
My Commission Expires:



ELSA D. WHITLOCK
MY COMMISSION # CC 247760 EXPIRES
December 21, 1998
BONDED TRULY TRUST FARM INSURANCE, INC.