

L 960000000 270

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

30 SOUTH SPRING STREET

POST OFFICE DRAWER 1271

PENSACOLA, FLORIDA 32596

PENSACOLA (904) 433-6581

FT. WALTON BEACH (904) 243-6581

FACSIMILE (904) 434-6580

TOLL FREE 1-800-433-6581

ALAN B. BOOKMAN
T. A. BROWNE, JR.
A. G. CONDON, JR.
ERICK M. DRICKA
KAREN O. EMMANUEL
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
KRAMER A. LITVAK
WM. DOUGLAS MARSH

JOHN W. MONROE, JR.
JOHN A. PANTRO
WANDA WOODALL RADCLIFFE
ALAN C. SHEPPARD
J. D. SMITH
CRYSTAL COLLINS SPENCER
WARREN R. TODD

March 5, 1996

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Division of Corporations
Bureau of Corporate Records
Attn: Limited Liability Company Division
409 East Gaines Street
Tallahassee, Florida 32314-6327

Re: Homes By Charles, L.C.
Our R437 22844

Dear Ladies and Gentlemen:

I deliver to you herewith original executed counterpart of Articles Of Incorporation of Homes By Charles, L.C., together with a conformed copy of same, together with our check to you for the following:

Filing Articles Of Incorporation	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
Total	\$ 122.50

FILED
MAR 6 1996
TALLAHASSEE, FLORIDA

I enclose copy of your letter to me dated February 20, 1996 reserving this name for me. Please file the Articles and let me have certified copy of same. If there is any question or delay, please call me or my secretary.

Yours truly,



Patrick G. Emmanuel

PGE/ih
enc.

cc: Mr. Charles Runels (w/o enc)
Mr. C. Molton Williams (w/o enc)

FILED MAR 11 1996

ARTICLES OF ORGANIZATION

OF

HOMES BY CHARLES, L.C.

FILED
2011-05-11 8:05
CLERK OF DISTRICT COURT
FLORIDA

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is Homes By Charles, L.C., and its principal office and mailing address is located at 30 South Spring Street, Pensacola, Florida 32501.

ARTICLE II

DURATION

This limited liability company shall exist for a period not exceeding thirty (30) years from the date of the filing of these Articles Of Organization with the Florida Department of State. This limited liability company's existence shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted to a limited liability company under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL CONTRIBUTIONS AND STOCK

The total amount of cash contributed to this limited liability company by its members upon the filing of these Articles Of Organization is Ten Thousand Dollars (\$10,000.00). Each member shall contribute cash of Five Thousand Dollars (\$5,000.00). There are no additional contributions which have been agreed

upon by the members at the time of the filing of these Articles Of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

ARTICLE V

MEMBERSHIP

The initial members of this limited liability company and their respective mailing addresses are:

Charles Runels, Post Office Box 143, Gulf Shores, Alabama 36547.
C. Moulton Williams, Post Office Box 10025, Birmingham, Alabama 35202.
MOLTON

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI

DISSOLUTION

This limited company will dissolve upon the death, retirement, resignation, expulsion or dissolution of any member, unless all of the remaining members of this organization consent to a continuation of its business.

ARTICLE VII

MANAGEMENT

The management of this limited liability company is reserved to its members, whose names and addresses are:

Charles Runels, Post Office Box 143, Gulf Shores, Alabama 36547.
C. Moulton Williams, Post Office Box 10025, Birmingham, Alabama 35202.
MOLTON

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 30 South Spring Street, Pensacola, Florida 32501, and the name of this limited liability company's initial registered agent is Patrick G. Emmanuel.

IN WITNESS WHEREOF, the undersigned members have executed these Articles Of Organization this 29 day of February, 1996.

Charles Runels
CHARLES RUNELS
C. Moulton Williams
C. MOULTON WILLIAMS
MOLTON

STATE OF ALABAMA)
COUNTY OF BALDWIN)

Sworn and subscribed before me, the undersigned authority, on this 23rd day of February, 1996 by Charles Runels, who personally appeared before me and who is personally known to me.

Given under my hand and official seal this 23rd day of February, 1996.

Joann Ullrich
Name: JOANN ULLRICH
Notary Public, State and County Aforesaid
Commission No.:
My Commission Expires: MY COMMISSION EXPIRES MAY 21, 1998

(Notary Seal)

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Sworn and subscribed before me, the undersigned authority, on this 29th day of February, 1996 by C. Moulton Williams, who personally appeared before me and who is personally known to me.
MOLTON

Given under my hand and official seal this 29th day of February, 1996.

Landra D. Holteer

Name:

Notary Public, State and County Aforesaid

Commission No.:

My Commission Expires: 12/5/96

(Notary Seal)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF ALABAMA)
)
COUNTY OF BALDWIN)

The undersigned member of Homes By Charles, L.C., a Florida Limited Liability Company, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is Ten Thousand Dollars (\$10,000.00).
3. The total amount of cash and property anticipated to be contributed by the members is Ten Thousand Dollars (\$10,000.00). This total includes amounts from Paragraph 2 above.

FURTHER, AFFIANT SAYETH NOT.

Charles Runels

Member - CHARLES RUNELS

Sworn to and subscribed before me this 23rd day of February, 1996.

Joann Ullrich

Name: JOANN ULLRICH

Notary Public, State and County Aforesaid

Commission No.:

My Commission Expires: MAY COMMISSION EXPIRES MAY 21, 1996

(Notary Seal)

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)


The undersigned member of Homes By Charles, L.C., a Florida Limited Liability Company, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is Ten Thousand Dollars (\$10,000.00).
3. The total amount of cash and property anticipated to be contributed by the members is Ten Thousand Dollars (\$10,000.00). This total includes amounts from Paragraph 2 above.

FURTHER, AFFIANT SAYETH NOT.


 Member - C-MOULTON WILLIAMS
 MOULTON

Sworn to and subscribed before me this 29th day of February, 1996.


 Name:
 Notary Public, State and County of Florida
 Commission No.:
 My Commission Expires: 12/5/96

(Notary Seal)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Patrick G. Emmanuel, hereby accept the appointment as Registered Agent for Homes By Charles, L.C., as set forth in the Articles Of Organization being filed simultaneously herewith with the Department of State of Florida. I am familiar with the obligations of that position and will undertake those obligations.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 4th day of March, 1996.

PS


 PATRICK G. EMMANUEL