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**PRODUCT, HALL,
LEGAL & FINANCIAL SERVICES**

ACCOUNT NO. : 072100000032

REFERENCE : 987698 150133A

AUTHORIZATION :

COST LIMIT : \$ 285.00

ORDER DATE : June 14, 1996

ORDER TIME : 11:0 AM

ORDER NO. : 987698

CUSTOMER NO: 150133A

400001865684

CUSTOMER: I. Jay Kreiger, Esq
KRIEGER, KRIEGER & LEVKOWICZ

Suite 420, 234 Loyola Building
234 Loyola Avenue
New Orleans, LA 70112

DOMESTIC FILING

NAME: WHITTINGTON COMPANY, L.C.

EFFECTIVE DATE:

XXX__ ARTICLES OF ORGANIZATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANNY SMITH

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CONSERVATION
JUN 13 PM 3:35

RECEIVED
96 JUN 19 PM 1:22
DIVISION OF CORPORATION

af 6/18/94

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 18 PM 3:36

**ARTICLES OF ORGANIZATION
OF
WHITTINGTON COMPANY, L.C.**

ARTICLE I

NAME

The name of the limited liability company is Whittington Company, L.C. ("Company").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The mailing address and the street address of the principal office of the Company is 234 LOYOLA AVENUE, NEW ORLEANS, LA. 70112.

ARTICLE III

DURATION

The Company will commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate on April 1, 2025, unless the members, by majority of the remaining members, vote to continue the company, or unless the Company is earlier dissolved as provided in these Articles of Organization or by operation of Florida law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name of the registered agent of the Company in the State of Florida is Corporation Service Company. The street

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address of the registered agent in the State of Florida is 1201
Hays Street, Tallahassee, Florida, 32301.

ARTICLE V

TERMINATION OF EXISTENCE

The members of the Company shall have the right to continue the business of the Company 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 of the Company, upon the unanimous vote of the remaining members to continue the business of the Company.

ARTICLE VI

MANAGEMENT

The management of the COMPANY is reserved to the following managers and he is to serve as manager until the first annual meeting of the members, or until his successor is elected and qualifies.

Kerry W. Kirby
201 St. Charles Ave. Suite 2500
New Orleans, La. 70170

ARTICLE VII

AUTHORITY OF MANAGER

The manager shall have all of the authority as provided under the Limited Liability Company Law of Florida, and shall further have the power to acquire title to any immovable property, to borrow money on behalf of the company, and to use the assets of the company as security for such loans, and to take such actions and execute such documents as are necessary to develop any property owned by the company, and to enter into joint ventures on behalf of this company with other entities or persons for such purposes as the manager deems proper, to have this company become a partner of partnerships, a member of another Limited Liability Company or a shareholder of a corporation.

ARTICLE VIII

POWER OF ATTORNEY

Each member gives full and irrevocable power of attorney to the manager to perform the buying, selling, mortgaging and developing any real property owned by the company.

ARTICLE IX

ADDITIONAL MEMBERS

The members may admit additional members only upon the unanimous vote of all of the members.

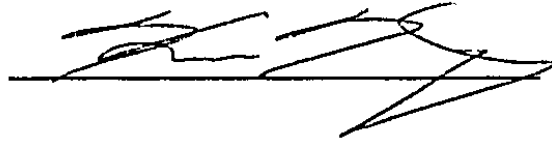
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ARTICLE VII

REGULATIONS

The Regulations of the Company may from time to time, as may be necessary, be repealed, amended or altered, or new Regulations adopted, by the members of the Company.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Organization this 14th day of JUNE, 1996.

A handwritten signature in black ink, consisting of several stylized, overlapping strokes, positioned above a horizontal line.

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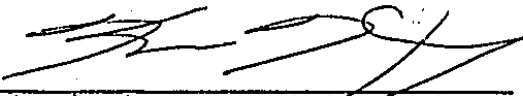
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Whittington Company, L.C., (the Company) deposes and says:

1. He is the authorized representative of a member of the Company;
2. The Company has at least two members;
3. The members of the Company shall contribute \$1000.00 to the Company, in cash and/or other valuable property as set forth below:

<u>DESCRIPTION OF PROPERTY</u>	<u>AGREED VALUE</u>
Cash	\$100.00
Tangible/Intangible Assets	\$900.00

4. The members do not anticipate additional capital contribution to the Company as set forth below:



Authorized Representative of a Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

WHITTINGTON COMPANY, L.C.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box not acceptable)

TALLAHASSEE, FL 32301

(City/State/Zip)

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, I hereby accept the appointment as registered 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 registered agent.

By: _____

(Signature)

JUNE 14, 1996

(Date)