

L9700000088



ACCOUNT NO. : 072100000032  
REFERENCE : 228500 81040A  
AUTHORIZATION :  
COST LIMIT : \$ PRE-PAID

ORDER DATE : January 21, 1997  
ORDER TIME : 9:37 AM  
ORDER NO. : 228500-005  
CUSTOMER NO: 81040A

700002071187--8  
-01/28/97--01160--005  
\*\*\*\*337.50 \*\*\*\*337.50

CUSTOMER: Ms. Bridgette Stubbs  
SHELL FLEMING DAVIS & MENGE  
Ninth Floor, Seville Tower  
226 Palafox Place  
Pensacola, FL 32501

DOMESTIC FILING

NAME: PERDIDO DEVELOPMENT OF NORTH  
FLORIDA, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

W97-1538  
KR 1.22  
1-23-97

FILED  
97 JAN 21 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN 21 AM 10:40  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF  
Sandra B. Mortham  
Secretary of State

**RESUBMIT**

Please give original  
submission date as file date.

January 22, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: PERDIDO DEVELOPMENT OF NORTH FLORIDA, L.C.  
Ref. Number: W97000001538

We have received your document for PERDIDO DEVELOPMENT OF NORTH FLORIDA, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The exhibit "A" is not included with the affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 197A00003069

RECEIVED  
97 JAN 22 PM 4:15  
DIVISION OF CORPORATIONS

9.25 FILED  
97 JAN 21 AM 9:11  
SECRET STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF**

**PERDIDO DEVELOPMENT OF NORTH FLORIDA, L.C.**

The undersigned hereby 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 that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be **PERDIDO DEVELOPMENT OF NORTH FLORIDA, L.C.**

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes;
2. To acquire, hold, develop, market and sell real property;
3. To exercise all powers set forth in Florida Statute Section 608.404 as the same may be amended from time to time.

Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the

limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

**ARTICLE III**

**CAPITAL CONTRIBUTION**

A capital contribution of Two Hundred Eighty Thousand Dollars (\$285,000.00) shall be paid by the members in equal shares. This capital contribution shall consist of real property valued at \$280,000, to be purchased in the name of the company with cash provided by the members, and cash of \$5,000.00. Additional contributions shall be made by the members as required.

**ARTICLE IV**

**PROFITS AND LOSSES**

(a) **Sharing of 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 on December 31 of each year. The company's fiscal year shall begin on January 1 and end on December 31.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE V**

**LIMITED LIABILITY COMPANY 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. These Articles may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI**

**DURATION**

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 2621 Florida Street, Mandeville, Louisiana 70448.

**ARTICLE VIII**

**MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Brian B. Brown  
1538 Sycamore Place  
Mandeville, Louisiana 70448

Richard L. Landry  
10 Caribbean Court  
Mandeville, Louisiana 70448

The members have elected Brian B. Brown as President, who shall serve as manager until a successor is elected.

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 226 Palafox Place, Ninth Floor, Pensacola, Florida 32501, and the name of its initial registered agent at such address is Stephen B. Shell.

**ARTICLE X**

**RESTRICTIONS ON MEMBERSHIP**

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.

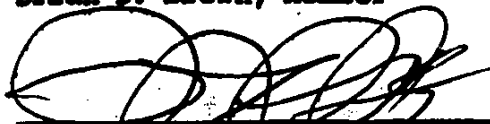
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining member, or members if more than one, shall have the right to continue the business upon unanimous consent of such remaining members. If only one member remains, this limited liability company shall be terminated in accordance with the applicable Florida Statutes.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes

the Articles of Organization of **PERDIDO DEVELOPMENT OF NORTH FLORIDA, L.C.**

Executed on this 15<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
Brian B. Brown, Member


  
\_\_\_\_\_  
Richard L. Landry, Member

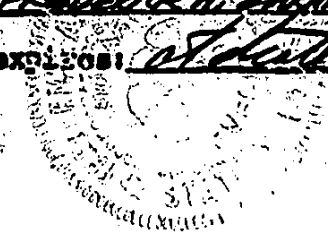
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

Before me, a notary public authorized to take acknowledgements in the state and parish set forth above, personally appeared Brian B. Brown and Richard L. Landry, known to me and known by me to be the persons who executed the foregoing Articles of Organization and they acknowledged before me that they executed those Articles of Organization. They are personally known to me or produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the state and parish aforesaid, this 15<sup>th</sup> day of January, 1997.

  
Printed name: FREDERICK H. FARNACK  
NOTARY PUBLIC  
My commission expires: at death



STATE OF LOUISIANA

PARISH OF ST. TAMMANY

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

In compliance with Florida Statutes Section 608.407(2), the undersigned members of PERDIDO DEVELOPMENT OF NORTH FLORIDA, L.C., depose and say:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is \$285,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$280,000.00. A description of the property is attached as Exhibit "A" and made a part of this Affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$500,000.00. This total includes the amounts from Paragraphs 2 and 3, above.

FURTHER AFFIANTS SAYETH NAUGHT.

Brian B. Brown  
 Brian B. Brown

Richard L. Landry  
 Richard L. Landry

SWORN TO AND SUBSCRIBED before me this 15<sup>th</sup> day of January, 1998, by Brian B. Brown and Richard L. Landry, members of Perdido Development of North Florida, a limited liability company.

Fredrick A. Earhart  
 Name: FREDRICK A. EARTHART  
 Notary Public  
 My commission expires: at death

Personally known  or produced identification \_\_\_\_\_

Type of identification produced \_\_\_\_\_



JAN 22 '97 02:35PM S F D M

P.2/2

All that portion of the East One Hundred Feet (E 100') of the West Nine Hundred Seventy feet (W 970') of Government Lot Two (2), in Section Six (6), Township Four (4) South, Range Thirty-Two (32) West, in Escambia County, Florida, which lies South of State Road No. 292.

Exhibit "A"

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

**STATEMENT DESIGNATING  
REGISTERED AGENT AND OFFICE**

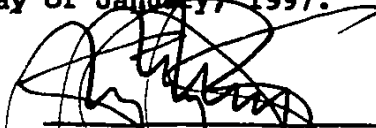
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is PERDIDO DEVELOPMENT OF NORTH FLORIDA, L.C.


The name of the registered agent for PERDIDO DEVELOPMENT OF NORTH FLORIDA, L.C. is Stephen B. Shell, and the street address of the company's registered office where the agent is located is 226 Palafox Place, Ninth Floor, Pensacola, Florida 32501.

This statement is to acknowledge that, as indicated above, Perdido Development of North Florida, L.C. has appointed me, Stephen B. Shell, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 20th day of January, 1997.

  
\_\_\_\_\_  
Stephen B. Shell

SWORN TO AND SUBSCRIBED before me this 20th day of January, 1997, by Stephen B. Shell, agent on behalf of Perdido Development of North Florida, L.C., a limited liability company.

  
Name: BRIDGETTE S. STUBBS  
Notary Public  
My commission expires: 2/22/98

Personally known  or produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_



BRIDGETTE S. STUBBS  
COMMISSION # CC 349715  
EXPIRES FEB 22, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
97 JAN 21 AM 9:14  
TALLAHASSEE, FLORIDA