

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

*L97000000147*

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-02/07/97--01069--008  
\*\*\*\*407.58 \*\*\*\*407.50

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB -5 PM 1:45

SUBJECT:

EMERALD BAY PROPERTIES L.C.

(Proposed limited liability company name - must include suffix)

RECEIVED  
97 FEB -5 PM 1:32  
DIVISION OF CORPORATIONS

Enclosed is an original and one (1) copy of the articles of organization and a check for:

☐ \$285.00  
Filing Fee  
& Registered  
Agent designation

☐ \$293.75  
Filing Fee,  
Registered Agent  
Designation &  
Certificate

☐ \$337.50  
Filing Fee,  
Registered Agent  
Designation &  
Certified Copy

☒ \$346.25  
Filing Fee,  
Registered Agent  
Designation,  
Certified Copy &  
Certificate

(2-CC)  
(2-CUS)

FROM:

SEYMOUR FAGAN, ESQ.

Name (Printed or typed)

1840 Century Park East, 8th Floor

Address

Los Angeles, California 90067

City, State & Zip

FILING

*250.00*

(310) 553-6822

Daytime telephone number

R. AGENT

*35.00*

C. COPY

*(2) 105.00 - cert. copy  
175.00 - CUS*

TOTAL

*402.50*

N. BANK

BALANCE DUE

REFUND

NOTE: Please provide the original and one copy of the articles.

D. BROWN FEB -5 1997

*Will Waits*

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY**

FILED STATE  
DIVISION  
97 FEB -5 PM 1:46

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

EMERALD BAY PROPERTIES L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: Mailing Address Street Address

P. O. Box 4114  
West Hills, CA 91308

601 Muskingum Avenue  
Pacific Palisades, CA 90272

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

The effective date of filing Articles of Organization with the Florida Secretary of State and shall continue until December 31, 2029.

**ARTICLE IV - Management:**

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

Gregg H. Miller, Trustee of the  
Gordon B. Miller and Eddie Miller  
1976 Trust u/t/d December 23, 1976

Robert D. Adams  
7205 Thomas Drive E-1203  
Panama City Beach, Florida 32408

[Gregg H. Miller, Wynn A. Miller and  
Donna L. Miller Mutrux, Co-Trustees]  
601 Muskingum Avenue  
Pacific Palisades, CA 90272

#### **ARTICLE V - 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:

#### **ARTICLE VI - 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:

The remaining members may, by the vote of a majority of Members within ninety (90) days of the happening of the event, vote to continue the company, in which case the company shall not dissolve.

**NOTE:** If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Emerald Bay Properties 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 member(s) is \$18,425.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$1,083,920. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,102,345. This total includes amounts from 2 and 3 above.

Gregg H. Miller, Trustee of the Gordon B. Miller and Eddie Miller 1976 Trust u/t/d December 23, 1976

  
Signature of a member or 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.)

FILED  
STATE  
SECRETARY OF  
97 FEB -5 PM 1:47

EMERALD BAY PROPERTIES L.C.

DESCRIPTION OF PROPERTY ATTACHED TO AND MADE PART OF  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

Multiple Residential Buildings

1. 3 units 616 Fernwood St., Panama City Beach, FL 32407
2. 3 units 5318 Pinetree Ave. A&B, Panama City Beach, FL 32408
3. 18 units 644 Caladium Circle, Panama City Beach, FL 32407
4. 8 units 3803 & 3809 W. 17th St., Panama City, FL 32413
5. 32 units 258 S. Arnold Rd., Panama City, FL 32413

FILED  
SECRETARY'S OFFICE  
DIVISION  
97 FEB -5 PM 1:46

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB -5 PM 1:46

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Emerald Bay Properties L.C.

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

ROBERT D. ADAMS

(Name)

7205 Thomas Drive E-1203

(P.O. Box or Mail Drop Box NOT acceptable)

Panama City Beach, Florida 32408

(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.*



(Signature)

January 2, 1997

(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**