# TRANSMITTAL LETTER FOR FLORIDA LIMITED LIABILITY COMPANY 91000001455

OWSERFACED STATES

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

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SUBJECT:	EMERALD BAY PROPERTIES I	L.C.	9 9
Enciosed is an o	(Proposed limited liability com		B-5 PH 1: 32
S285.00 Filing Fee & Registered Agent design	S293.75 Filing Fee, Registered Agent	S337.50 Filing Fee, Registered Agent Designation & Certified Copy	S346.25 Filing Fee, Registered Agent Designation, Certified Copy & Certificate
FROM:	SEYMOUR FAGAN, Name (Print 1840 Century Park East, 8th	ed or types)  Floor	
	Los Angeles, California 900 City, Stat		
FILING <u>350.00</u> R. AGENT <u>35,00</u> C. COPY 115,488  FOTAL 402,5 N. BANK BALANCE DUE	(310) 553-6822  Dayume Telep	hone number	رية الميكمة على المتاريخ
REFUND N	OTE: Please provide the origin	and one copy of the	
		pt.	D. BNOWN FEB = 5 199Z

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

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 Street Address

Mailing 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

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

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

#### 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 Artice V and VI remove this page before submitting for filing with the Department of State.

#### APPIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Emerald Bay properties L.C. deposes and says:

- 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.
- 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.
- 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 monder or authorized cepresentative of a member

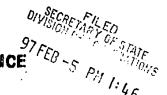
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of Perjury that the facts stated herein are true.)

## 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, FD 32413

### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE



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.

	e limited liability company is: Emerald Bay Properties L.C.
The name and	address of the registered agent and office is:
Pop	ERT D. ADAMS
	(Name)
	(Name) 5 Thomas Drive E-1203
	Thomas Drive E-1203
7205	

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