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WADDELL AND READY, P.A.

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REPLY TO:

August 7, 1997

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

FILED
97 AUG 14 AM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Organization of
WIL COURTNEY, L.L.C.
Our File No.: 9705

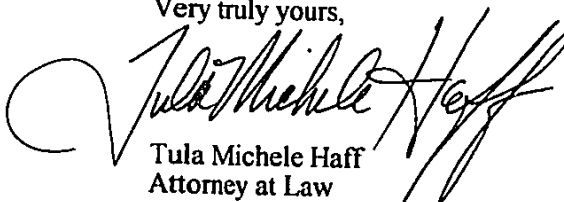
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-08/14/97-01104-004
****285.00 ****285.00

Dear Clerk:

Attached you will find an original and one (1) copy of the Articles of Organization, Affidavit of Membership, and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firm check in the amount of \$285.00 to cover the filing fee for these documents. Please file the Articles of Organization and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,


Tula Michele Haff
Attorney at Law

TMH/djb

Enclosures

xc: Wil Courtney, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
WIL COURTNEY, L.L.C.**

The undersigned two or more persons hereby form a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

- I. The name of the limited liability company:

WIL COURTNEY, L.L.C.

- II. The period of the company duration:

Thirty (30) years from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved by the members or as provided by Statute.

- III. The purpose for which the limited liability company is organized:

The Company is organized to engage in and to do any lawful act concerning any and all lawful business, other than banking or insurance, for which a limited liability company may be organized.

- IV. A. The address of the principal office in Florida:

509 Windermere Drive
Lakeland, FL 33809

- B. The name and address of the registered agent in Florida:

Bo Gleaton
509 Windermere Drive
Lakeland, FL 33809

- V. The total amount of cash and a description and agreed value of property other than cash contributed:

A. Ninety Thousand and No/100 Dollars (\$90,000.00).

B. Six month of consulting services valued at Ten Thousand and No/100 Dollars (\$10,000.00).

- VI. The total additional contributions, if any, agreed to be made by all members, and the times at which or event upon the happening of which, they shall be made:

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WIL COURTNEY, L.L.C.

Additional contributions shall be made at such times and in such amounts as may be agreed by the Company and/or the members as provided in the Regulations of the Company.

VII. The right, if given, of the members to admit additional members, and the terms and conditions of the admission:

Additional members may be admitted at such times and on such terms and conditions as all members may unanimously agree and as provided in the Regulations of the Company.

VIII. 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 occurrence of any other event which terminates the continued membership of a member in the limited liability company:

The remaining members of the Company may continue the business upon the termination of membership of a member in the Company upon unanimous agreement and as provided in the Regulations of the Company.

IX. Management:

The business of the Company shall be conducted under the exclusive management of its Operating Manager who shall have exclusive authority to act for the Company in all matters. The name and address of the initial Operating Manager of the Company is:

Bo Gleaton
509 Windermere Drive
Lakeland, FL 33809

X. Annual Meetings:

All regularly scheduled annual meetings may be held only following a twenty-day Notice of Meeting providing the date, time, place and purpose of the meeting, unless waived by all members.

XI. Special Meetings:

All special meetings of the managers must be preceded by at least a seven day notice of the date, time, place and purpose of the special meeting, unless waived by all members.

XII. Amendments to Articles:

ARTICLES OF ORGANIZATION
WIL COURTNEY, L.L.C.

The manager(s) cannot adopt amendments to the Company Articles of Organization or to the Regulations without member consent.

XIII. Dissolution of Company:

A proposal by management to dissolve the Company must be voted on by the Members.

XIV. Manager's Compensation:

Compensation of the Manager will be determined by unanimous vote of the manager(s), and then must be approved by a majority vote of all eligible members at an annual or special members' meeting.

XV. Other provisions for the regulation of the internal affairs of the limited liability company:

(1) The Company shall indemnify an individual made a party to a proceeding because he is or was a member, manger, officer, employee or agent of the company against liability incurred in the proceeding if:

- (a) He conducted himself in good faith; and
- (b) He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and
- (c) In the case of any criminal proceeding he had no reasonable cause to believe his conduct was unlawful.

(2) The Company shall pay for or reimburse the reasonable expenses incurred by a member, manger, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) the individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described herein;
- (b) the individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and
- (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

ARTICLES OF ORGANIZATION
WIL COURTNEY, L.L.C.

(3) The indemnification and advance of expenses authorized herein shall not be exclusive to any other right to which any member, manager, officer, employee or agent may be entitled under any By-Law, regulation, agreement, vote of members or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

(4) The principal place of business of the Company shall be in Florida or at such other place as the members from time to time may agree.

Dated this 7th day of Aug, 1997.

Bo Glean
BO GLEATON

Tony Leung
TONY LEUNG

STATE OF FLORIDA
COUNTY OF POLK

I, TONY LEUNG, being first duly sworn, on oath, depose and say: That I am one of the organizers of WIL COURTNEY, L.L.C.; that I have read the contents of the foregoing Articles of Organization of said limited liability company, know the contents thereof; and the statements contained in such Articles of Organization are true and correct and constitute my free and voluntary act.

Tony Leung
TONY LEUNG

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 7th day of Aug, 1997, by TONY LEUNG, who is ☒ personally known to me, or who has ☐ produced the following identification:



TULA MICHELE HAFF
My Commission CC391609
Expires Oct. 30, 1998
Bonded by HAI
800-422-1555

Tula Michele Haff
Tula Michele Haff
Notary Public

Printed Name of Notary

My Commission Expires:

ARTICLES OF ORGANIZATION
WIL COURTNEY, L.L.C.

I, BO GLEATON, being first duly sworn, on oath, depose and say: That I am one of the organizers of WIL COURTNEY, L.L.C.; that I have read the contents of the foregoing Articles of Organization of said limited liability company, know the contents thereof, and the statements contained in such Articles of Organization are true and correct and constitute my free and voluntary act.

Bo Gleaton
BO GLEATON

The forgoing instrument was acknowledged before me this 7th day of Aug, 1997, by BO GLEATON, who is ☐ personally known to me, or who has ☒ produced the following identification: Florida Drivers Lic. #G435-078-75-024-0



TULA MICHELE HAFF
My Commission CC391888
Expires Oct. 30, 1998
Bonded by HAI
800-422-1555

Tula Michele Haff
Tula Michele Haff
Notary Public

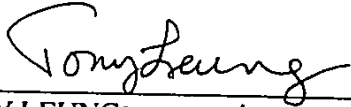
Printed Name of Notary
My Commission Expires:

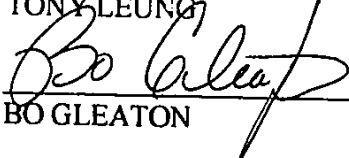
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR FLORIDA LIMITED LIABILITY COMPANY
WIL COURTNEY, L.L.C.

The undersigned member or authorized representative of a member of WIL COURTNEY, L.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 \$90,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is 6 months of consulting valued at \$10,000.00.

The total amount of cash, property, or services anticipated to be contributed by member(s) is \$100,000.00. This total includes amounts from 2 and 3 above.



TONY LEUNG


BO GLEATON

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR FLORIDA LIMITED LIABILITY COMPANY
WIL COURTNEY, L.L.C.**

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.

The name of the limited liability company is:

WIL COURTNEY, L.L.C.

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

BO GLEATON
509 Windermere Drive
Lakeland, Florida 33809

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above 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.

8-7-97
DATE


BO GLEATON