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## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. APAQUELYPSE DEVELOPMENT GROUP, L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. TAX  
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R. AGENT FEE 35.00  
C. COPY 52.50  
TOTAL 337.50  
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BALANCE DUE  
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11/18/97

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
**APAQUELYPSE DEVELOPMENT GROUP, L.C.**

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*PREAMBLE*

The undersigned members, CHARLES E. FRAIZER, JR., and OSCAR JOYNER, for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended, (F.S.A. Sections 608.401 - 608.514) hereby make, acknowledge, adopt and file the following Articles of Organization For a Florida Limited Liability Company.

ARTICLE ONE  
*Company Name*

The name of this Limited Liability Company shall be **APAQUELYPSE DEVELOPMENT GROUP, L.C.**

ARTICLE TWO  
*Term of Existence*

The period of duration for the Limited Liability Company shall be for Fifty (50) years.

ARTICLE THREE  
*Purposes and Powers*

The general purpose for which the Limited Liability Company is organized is to acquire, own, develop and manage residential and commercial real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Limited Liability Company shall have all the powers granted to a limited liability company under the laws of the State of Florida subject to any modifications and limitations as set forth in these Articles of Organization or the Regulations and Operating Agreement duly adopted by the Limited Liability Company and permitted by the laws of the State of Florida.

ARTICLE FOUR

*Mailing Address and Address of Principal Office*

The mailing address of the Limited Liability Company is P.O. Box 6864, Tallahassee, Florida 32314 and the street address of the initial principal office of the Liability Company is 4465 Cool Emerald Drive, Tallahassee, Florida 32303.

ARTICLE FIVE

*Registered Office and Agent*

The name and street address of the registered agent of the Limited Liability Company in the State of Florida is THOMAS J. BROWN, ESQ., Brown and Brown Attorneys at Law, P.A., 1102 East Tennessee Street, Tallahassee, Florida 32308-6912.

ARTICLE SIX

*Capital Contributions*

The members of the Limited Liability Company shall contribute to the capital of the Limited Liability Company the cash or property set forth in the Affidavit of Membership and Contributions attached hereto and filed herewith.

ARTICLE SEVEN

*Additional Capital Contributions*

Each member shall make additional capital contributions to the Limited Liability Company at such times and in such amounts as may be provided in the Regulations and Operating Agreement adopted by the members of the members or, in lieu, thereof, only upon the unanimous consent of all the members.

ARTICLE EIGHT

*Management*

The Limited Liability Company shall be managed by a General Manager and two co-managers in accordance with the Regulations and Operating Agreement adopted for the management of the

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business and affairs of the Limited Liability Company. All managers shall be a member of the Limited Liability Company. The General Manager shall be the executive manager and shall have the power to bind the Limited Liability Company and to his execution of any and all legal documents, as General Manager, shall be sufficient to bind the Limited Liability Company. Two of the managers of the Limited Liability Company shall be appointed and one manager shall be elected annually. The founding member, Charles Fraizer, shall appoint one manager which can be the appointment of himself. The member who is a guarantor of the Limited Liability Company's long term debt shall appoint one manager which can be the appointment of himself. If no member is a guarantor of the Limited Liability Company's debt, then such manager shall be elected in accordance with the third manager. The third manager shall be elected by a majority vote of the members of the Limited Liability Company. The managers shall be appointed and elected at the annual meeting of the members of the Limited Liability Company and shall be installed as managers during such annual meeting. The General Manager shall be elected annually from the newly appointed and elected managers by a majority of the votes held by the three managers. Each manager shall be allowed one vote for each unit interest that he or she owns in the Limited Liability Company.

The names and addresses of the General Manager and one of the initial Co-managers who are to serve as managers until the first annual meeting of the members and their successors are appointed and elected are, as follows:

	<u>NAME/TITLE</u>	<u>ADDRESS</u>
1.	CHARLES E. FRAIZER, JR., General Manager	4465 Cool Emerald Drive, Tallahassee, Florida 32303
2.	OSCAR JOYNER, Co-Manager	2001 Old St. Augustine Road Tallahassee, Florida 32307

The second initial Co-manager shall be appointed by the Executive Board which consist of the initial General Manager and initial Co-manager and his/her successor as Co-manager shall be elected according to the provisions hereof.

**ARTICLE NINE**  
*Admission of Additional Members*  
*(Transferability of Interests)*

No additional members shall be admitted to the Limited Liability Company after the date of the Organizational Meeting except with the unanimous written consent of all the members of the Limited Liability Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Limited Liability Company as set forth in the Regulations and Operating Agreement of the Limited Liability Company, but the transferee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all the other members of the Limited Liability Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. Notwithstanding the foregoing, the members may by the written consent of all of the members of the Limited Liability Company change the terms and conditions for the admission of additional members in the Regulations and Operating Agreement for the Limited Liability Company.

**ARTICLE TEN**  
*Members Rights to Continue Business*

The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Limited Liability Company, unless the business of the Limited Liability Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

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Notwithstanding the foregoing, the members may change the terms and conditions for 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 in the Regulations and Operating Agreement for the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18 day of November, 1997.

  
CHARLES E. FRAIZER, JR., MEMBER

  
OSCAR JOYNER, MEMBER

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Prepared by:

Thomas J. Brown, Esq.  
BROWN AND BROWN  
ATTORNEYS AT LAW, P.A.  
1102 East Tennessee Street  
Tallahassee, Florida 32308-6912  
(904) 224-2800

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of APAQUELYPSE DEVELOPMENT GROUP, L.C., deposes and says:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contribution by the members is expected to be \$ 1,000,000.00 of which \$ 0.00 is to be being held as an earnest money deposit for the purchase of real estate by the Limited Liability Company.
3. If any, the agreed value of property other than cash contributed by members is \$ 0.00. A description of the property is attached and made a part hereto.
4. If any, the agreed value of services provided by members is \$ 8,000.00. A description of the property is attached and made a part hereto.
5. The total amount of cash, property or services anticipated to be contributed by members is \$ 1,008,000.00. This total includes amounts from 3 and 4 above.

  
CHARLES E. FRAIZER, JR., MEMBER

(Signature of a member or authorized representative of a member.)

(In accordance with F.S. § 608.408(3), the execution of this affidavit constitutes an affirmation under the Penalties of perjury that the facts stated herein are true)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR CHAPTER 608, 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:

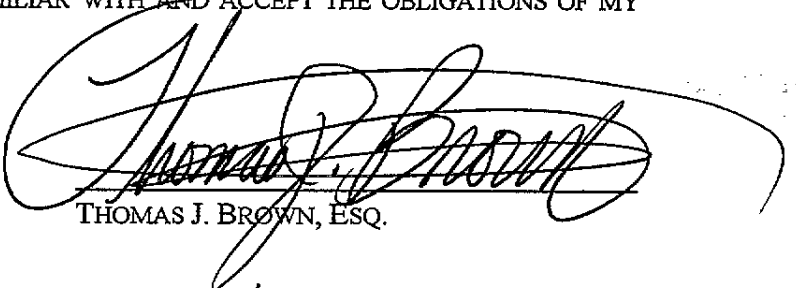
**APAQUELYPSE DEVELOPMENT GROUP, L.C.**

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

**THOMAS J. BROWN, ESQ.  
BROWN AND BROWN  
ATTORNEYS AT LAW, P.A.  
1102 East Tennessee Street  
Tallahassee, Florida 32308-6912**

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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.

  
THOMAS J. BROWN, ESQ.

DATE November 17, 1997