



**THE UNITED STATES  
CORPORATION  
COMPANY**

# L97000001426

ACCOUNT NO. : 072100000032

REFERENCE : 642700 80746A

AUTHORIZATION :

COST LIMIT : \$ 372.50

**FILED**  
97 DEC 21 PM 2:54  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

ORDER DATE : December 19, 1997

ORDER TIME : 11:10 AM

ORDER NO. : 642700-010

CUSTOMER NO: 80746A

200002379452--0

CUSTOMER: Keith Sands, Esq  
FRANSON ALDRIDGE & SANDS, P.A.

-12/22/97-01109-007  
\*\*\*\*372.50 \*\*\*\*372.50

Suite 200  
1551 Atlantic Boulevard  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: STOVALL MARINE OF FLORIDA,  
L.C.

9

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX CERTIFICATE OF LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

EF

BK

12/19/97

**FILED**  
97 DEC 19 PM 1:25  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

ADM- 35.00  
CF 285.00  
CERT 52.50



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 19, 1997

JON BOWLING  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: STOVALL MARINE OF FLORIDA, L.C.  
Ref. Number: W97000028346

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for STOVALL MARINE OF FLORIDA, L.C. and check(s) totaling \$372.50. However, your check(s) and document are being returned for the following:

In addition to the PRINCIPAL OFFICE ADDRESS, a MAILING ADDRESS must be specified for the company.

ALSO, the filing fee is \$250.00. And when added with the \$35.00 R.A. fee and the \$52.50 Certified Copy fee, the TOTAL AMOUNT required to file your documents comes to \$337.50. Please return with a check for ONLY that amount.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 697A00059816

ARTICLES OF ORGANIZATION  
OF  
STOVALL MARINE OF FLORIDA, L.C.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be STOVALL MARINE OF FLORIDA, L.C., and its principal office and mailing address shall be located at 4852 North Ocean Street, Atlantic Beach, FL 32233, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with

FILED  
97 DEC 22 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
97 DEC 19 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF 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. This Article 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 IV

#### MANAGEMENT

This limited liability company shall be managed by three managers. The name and address of the person who shall serve until the first annual meeting of members or until his successor is elected and qualified is as follows: ROBERT S. STOVALL, 5840 I-75 South, Forest Park, GA 30050. Assistant Managers shall be JOHN JORDAN, 5840 I-75 South, Forest Park, GA 30050, ARLENE RILEY, 4852 Ocean Street, Atlantic Beach, FL 32233, and J. KEITH M. SANDS, 1551 Atlantic Blvd., Suite 200, Jacksonville, FL 32207.

FILED  
97 DEC 19 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE FL 32304

## ARTICLE V

### MEMBERSHIP RESTRICTIONS

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 the members.

On 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 members shall have the right to continue the business on unanimous consent of the remaining members.

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

## ARTICLE VII

### DURATION

This limited liability company shall exist for ninety-nine years or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE VIII

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1551 Atlantic Boulevard, Suite 200, City of Jacksonville, State of Florida, and the name of the company's initial registered agent at that address is J. Keith M. Sands, Esquire.

FILED  
DEC 19 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of STOVALL MARINE OF FLORIDA, L.C.

Executed by the undersigned on the 18<sup>th</sup> day of December, 1997.

  
JOHN JORDAN

**FILED**  
97 DEC 19 PM 2:54  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida

County of Duval

In compliance with FS Section 608.407(2), the undersigned member or authorized representative of a member of STOVALL MARINE OF FLORIDA, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.

  
JOHN JORDAN

The foregoing instrument was acknowledged before me this 16 day of 12, 1997, by JOHN JORDAN on behalf of STOVALL MARINE OF FLORIDA, L.C., a limited liability company. He is personally known to me or has produced ARLENE A. RAILEY as identification.



NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Feb. 21, 1999  
Commission No. C440692

NOTARY PUBLIC

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA  
COUNTY OF DUVAL, SS

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 STOVALL MARINE OF FLORIDA, L.C.

The name of the registered agent for STOVALL MARINE OF FLORIDA, L.C.

is J. Keith M. Sands, Esquire, and the street address of the company's principal office where the agent is located is 1551 Atlantic Boulevard, Suite 200, Jacksonville, FL 32207

This statement is to acknowledge that, as indicated above, STOVALL MARINE OF FLORIDA, L.C. has appointed me, J. Keith M. Sands, Esquire, 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: 12-18-97

  
J. KEITH M. SANDS

FILED  
97 DEC 19 AM 2:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12/18/97 [date] by J. Keith  
M. Sands [name of acknowledging agent], agent on behalf of STAVALL MARINE  
of Florida, L.C. [name of limited liability company], a limited liability company. He is  
personally known to me or has produced \_\_\_\_\_ [type of identification] as  
identification.



DARLENE E. CHRISTIAN  
Notary Public, State of Florida  
My Comm. expires April 26, 1999  
Comm. No. CC 101985

Print: Darlene E. Christian

NOTARY PUBLIC

FILED  
97 DEC 19 PM 2:54  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE