

L98000000 414

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

500002471225--4
-03/27/98--01096--002
****285.00 ****285.00

SUBJECT: Humphrey and Smith, L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgment will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.
Please send one check for the total amount made payable to the Florida Department of State.

FILED
98 MAR 27 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: Walter H. Humphrey
Name (Printed or typed)

20 Rue Du Roi
Address

Fort Walton, FL 32547

City, State & Zip

(850) 244-0656
Daytime Telephone number

Name	4/2/98
Availability	dcc
Document Examiner	DCC
Updater	DCC
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

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ARTICLES OF ORGANIZATION FOR

Humphrey and Smith, L.C.

The undersigned, as a natural person of the age of eighteen years or more, acting as the sole organizer of a limited liability company under the provisions of Chapter 608.407, Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I - Name

The name of the Limited Liability Company is Humphrey and Smith, L.C.

ARTICLE II - Address

The mailing and street address of the principal office of Humphrey and Smith, L.C. is:

Suite 408
Santa Rosa Executive Plaza
151 Mary Esther Boulevard
Mary Esther, Florida 32549

ARTICLE III - Duration

The period of duration for Humphrey and Smith, L.C. shall be 30 years.

ARTICLE IV - Management

The management of Humphrey and Smith, L.C. is reserved to the members. The name and address of the initial managing member, until the first annual meeting of members, is:

<u>Name</u>	<u>Address</u>
Eric R. Smith	140 Timber Court Destin, Florida 32541

The number of Managers may be increased or decreased from time to time by amendment to, or in the manner provided by, the Regulations, but no decrease shall have the effect of shortening the term of any incumbent Manager.

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TALLAHASSEE, FLORIDA

ARTICLE V - Rights

Section 0.1. No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

Section 0.2. The right of members to cumulative voting in the election of managers is expressly prohibited.

Section 0.3. Notwithstanding any provision of the Florida Limited Liability Company Act which requires the vote or concurrence of more than a majority of the members of the Limited Liability Company entitled to vote to take an action, the vote or concurrence of a majority of the members of the Limited Liability Company entitled to vote shall be sufficient to take such action even if such a majority is less than that required by the Florida Limited Liability Company Act.

Section 0.4. A majority of the members of the Limited Liability Company entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the members of the Limited Liability Company.

Section 0.5. A majority of the number of Managers fixed by the Regulations shall constitute a quorum for the transaction of business unless a greater number is required by law or the Regulations. The act of a majority of the Managers present at a meeting at which a quorum is present shall be the act of the Managers, unless the act of a greater number is required by law or the Regulations.

Section 0.6. No contract or other transaction between the Limited Liability Company and one or more of its managers, members or officers or between the Limited Liability Company and any other limited liability company, corporation, partnership, association or other organization of which one or more of the Limited Liability Company's managers, members or officers are managers, officers, directors or have a financial interest, shall be void or voidable solely because of such relationship or solely because such a manager, member or officer is present at or participates in any meeting of the Managers or committee thereof authorizing the contract or other transaction or solely because his or their votes are counted for such purpose if (a) the material facts as to his relationship or interest and as to the contract or other transaction are known or disclosed to the Managers or committee thereof, and the Managers or committee in good faith authorizes the contract or other transaction by the affirmative vote of a majority of the disinterested Managers even though the disinterested Managers are less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or other transaction are known or disclosed to the Managers entitled to vote thereon, and the contract or other transaction is approved in good faith by a vote of the members; or (c) the contract or other transaction is fair as to the Limited Liability Company as of the time it is authorized, approved or ratified by the Managers, a committee thereof, or the members. Common or interested Managers may be counted in determining the presence of a quorum at a meeting of the Managers or of a committee which authorizes the contract or transaction.

Section 0.7. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Managers, and shall be called

by the President or the Managers at the request of the holders of not less than 51% of all the outstanding ownership interests of the Limited Liability Company entitled to vote at the meeting.

ARTICLE VII - Notice

Any action required by the Florida Limited Liability Company Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than the unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE VIII - Manager Liability

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article does not eliminate or limit the liability of a manager to the extent the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of a manager is expressly provided by an applicable statute. Any repeal or amendment of this Article 7 by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a manager or of a director of a corporation.

ARTICLE IX - Registered Agent

The name and street address of the initial registered agent of Humphrey and Smith, L.C. is:

Name

Eric R. Smith

Address

140 Timber Court
Destin, Florida 32541

ARTICLE X - Registered Office

The street address of the initial registered office of Humphrey and Smith, L.C. is:

Address
Suite 408
Santa Rosa Executive Plaza
151 Mary Esther Boulevard
Mary Esther, Florida 32549

ARTICLE XI - Regulations

The management and regulation of Humphrey and Smith, L.C. is governed by these Articles of Organization and the regulations. Humphrey and Smith, L.C. Articles of Organization and regulations may be adopted, altered, amended, or repealed by the managing member. The managing member may take any of the aforementioned actions upon the managing member's determination that it is in the best interest of the limited liability company.

ARTICLE XII - Admission of Additional Members

The right of the remaining members to admit additional members and the terms and conditions of the admission shall be granted according to the terms and conditions contained in the "regulations".

ARTICLE XIII - Members' Rights to Continue Business

The right of the remaining members of Humphrey and Smith, L.C. to continue the business on the death, disability, 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 Humphrey and Smith, L.C. is hereby granted as provided in the "regulations".

ARTICLE XIV - Organizer

The name and address of the organizer of the Limited Liability Company is:

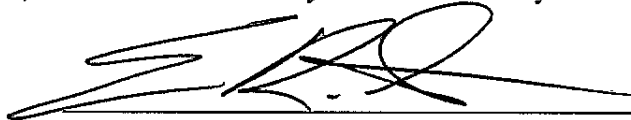
Name
Eric R. Smith

Address
140 Timber Court
Destin, Florida 32541

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of March, 1998.

3-24-98

Date

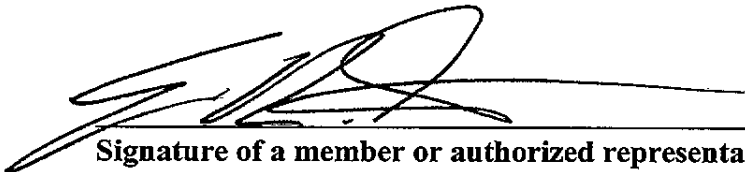

Eric R. Smith, Initial Managing Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
Humphrey and Smith, 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 member(s) is:
- 3) if any, the agreed value of property other than cash contributed by member(s) is:
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is:
- 5) the total amount of 2, 3 and 4 is:

FILED
98 MAR 27 30
\$34,000.00
\$34,000.00
STATE
TALLAHASSEE FLORIDA



Signature of a member or authorized representative of a member.

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

**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 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: Humphrey and Smith, L.C.

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

Eric R. Smith
(NAME)

Suite 408, Santa Rosa Executive Plaza
151 Mary Esther Boulevard
(P.O. BOX NOT ACCEPTABLE)

Mary Esther, FL 32549
(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)

3-25-98
(DATE)

FILED
98 MAR 27 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$35 for Designation of Registered Agent