

04-29-1998 10:34AM

FROM BARRON & REDDING

TO

18509224001

P.02

L98000000537

4/29/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:01 AM

((H98000008075 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: BARRON, REDDING, HUGHES, FITE, BASSETT & FEN

ACCT#: 073617000710

CONTACT: SHERYLL E JONES

PHONE: (850)785-7454

FAX #: (850)785-2999

NAME: KAFOR, L.C.

AUDIT NUMBER.....H98000008075

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES.....6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

CM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 29 PM 12:14

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1998

ROLAND W. KIEHN, ESQ.
BARRON, REDDING, HUGHES, FITE, ET AL
220 MCKENZIE AVENUE
PANAMA CITY, FL. 32401

SUBJECT: KAFOR, L.C.
REF: W98000009607

FILED
98 APR 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H98000008075
Letter Number: 098A00023295

Fax Audit No. H98000008075**ARTICLES OF ORGANIZATION OF
KAFOR, L.C.**

The undersigned certifies that he, together with one or more other persons, has associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be KAFOR, L.C., and the street address and mailing address of its principal office shall be 2663 Ferol Lane, Lynn Haven, Florida, 32444, 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 businesses 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.

THIS INSTRUMENT PREPARED BY:

Roland W. Kiehn, Esq.

Florida Bar No.

BARRON, REDDING, HUGHES, FITE,

BASSETT, FENSOM & SANBORN, P.A.

220 McKenzie Avenue

Panama City, FL 32401

(850) 785-7454

Fax Audit No. H98000008075

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 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.

ARTICLES 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, and otherwise in the manner set forth in the company's Operating Agreement. This Article may be amended from time to time in the manner set forth in the company's Operating Agreement.

FILED
APR 29 PM 2:02
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Fax Audit No. H98000008075ARTICLES IVMANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as the manager until the first annual meeting of members or until his successor is elected and qualified, is as follows:

Milan Kosanovich
2663 Ferol Lane
Lynn Haven, FL 32444

ARTICLE VMEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent or such other vote or consent as may be provided in the company's Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the limited liability company and in accordance with the provisions of the company's Operating Agreement.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members or such other vote or consent as may be provided in the company's Operating Agreement.

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, or such other vote or consent as provided for in the company's Operating Agreement.

ARTICLE VICAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the initial members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members or such other vote or consent as provided in the company's Operating Agreement.

ARTICLE VIIPROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of

FILED
APR 29 PM 12:14
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Fax Audit No. H98000008075

conducting the business of the limited liability company. Each member shall be entitled to such distributive share of the profits as may be provided in or determined according to the provisions of the company's Operating Agreement. The distributive share of the profits shall be determined and paid to the members according to the provisions of the company's Operating Agreement.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in accordance with the provisions of the company's Operating Agreement.

ARTICLE VIII

DURATION

This limited liability company shall exist for a period of thirty (30) years from and after the date of its formation, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members as provided in the company's Operating Agreement.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2663 Ferol Lane, Lynn Haven, Florida, 32444, and the name of the company's initial registered agent at that address is Milan Kosanovich.

The undersigned, being one of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of KAFOR, L.C.

EXECUTED by the undersigned at Panama City, Bay County, Florida, on the 28th day of April, 1998.


Milan Kosanovich
Managing Member

FILED
98 APR 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H98000008075

STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT

OF

KAFOR, L.C.

State of Florida
County of Bay

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 KAFOR, L.C.

The name of the registered agent for KAFOR, L.C., is Milan Kosanovich, and the street address of the company's principal office where the agent is located is 2663 Ferol Lane, Lynn Haven, Florida 32444.

This statement is to acknowledge that, as indicated above, KAFOR, L.C., has appointed me, Milan Kosanovich, 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 this 28th day of April, 1998.



Milan Kosanovich
Registered Agent

The foregoing instrument was acknowledged before me this 28th day of April, 1998, by Milan Kosanovich, agent on behalf of KAFOR, L.C., a limited liability company. He is personally known to me or ~~has produced~~ N/A ~~as identification.~~

(seal)


Notary Public

LINDA C. DERIFIELD
Notary Public - State of Florida
My Commission Expires Jan 27, 2002
Commission # CC 711291

Fax Audit No. H98000008075

Fax Audit No. H98000008075.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF BAY

In compliance with FS So.2d 608.407(2), the undersigned member or authorized representative of a member of KAFOR, 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. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00.

Milan Kosanovich
Milan Kosanovich
Managing Member

The foregoing instrument was acknowledged before me this 28th day of April, 1998, by Milan Kosanovich, on behalf of KAFOR, L.C., a limited liability company. He is personally known to me ~~or has produced~~ NIA ~~as identification.~~

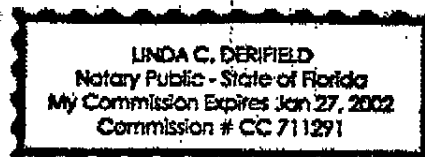
(SEAL)

Linda C. Derfield
LINDA C. DERFIELD
(Print Name)

Notary Public

Commission #

My Commission Expires:



FILED
98 APR 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H98000008075