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Wills, Trusts, Estates  
Business Planning  
Taxation

TRANSMITTAL LETTER

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-07/06/98--01053--011  
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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Formation of Limited Liability Company

"PEACE RIVER REFUGE, L.L.C."

Enclosed is an original and one (1) copy of Articles of Organization, an original and one (1) copy of the Registered Agent Designation, an original and one (1) copy of Affidavit of Membership and Contributions, and a check for \$ 337.50 (filing fee, fee for certified copy, and designation of registered agent).

FILED  
98 JUL -6 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM: Greg A. Betterton, Esq.  
915 South Tamiami Trail  
Nokomis, FL 34275  
(941) 488-4422 Fax (941) 483-4992

L98-1011

Name Availability	OK 7-9
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

# ARTICLES OF ORGANIZATION

OF

PEACE RIVER REFUGE, L.L.C.

a Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

## ARTICLE I NAME

The name of this Limited Liability Company is PEACE RIVER REFUGE, L.L.C. (the "Company").

## ARTICLE II PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

## ARTICLE III ADDRESS

The mailing and street address of the Company's principal place of business is 2200 Lapsley Lane, Bowling Green, KY 42102.

## ARTICLE IV DURATION

The Company's existence shall commence on the date of filing these articles of organization and continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon

the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

## **ARTICLE V MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

## **ARTICLE VI MEMBERS**

The name and address of the initial member is as follows:

BRAD KELLEY  
2200 Lapsley Lane  
Bowling Green, KY 42102

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## **ARTICLE VII ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

## **ARTICLE VIII PROFIT/LOSS ALLOCATION AND MEMBER VOTING**

A. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

B. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

C. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

## **ARTICLE IX ADOPTION OF REGULATIONS**

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

## **ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

## **ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 915 S. Tamiami Trail, Nokomis, FL 34275. The Members may from time to time, with amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as GREG A. BETTERTON. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members with an amendment of these Articles.

**THESE ARTICLES OF ORGANIZATION** have been executed by the undersigned member or authorized representative of the member this 2<sup>nd</sup> day of July, 1998.

AUTHORIZED REPRESENTATIVE  
OF PEACE RIVER REFUGE, L.L.C.:

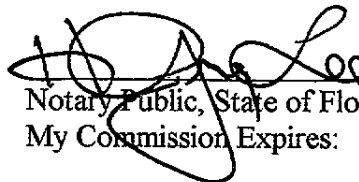
  
\_\_\_\_\_  
GREG A. BETTERTON

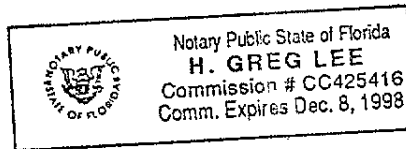
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
COUNTY OF SARASOTA    )

The foregoing instrument was acknowledged before me this 2 day of July, 1998, by GREG A. BETTERTON, as Authorized Representative of PEACE RIVER REFUGE, L.C., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



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98 JUL -6 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby state that he is familiar with, and accepts the obligations or his position as Registered Agent and designates as his location for service of process as:

GREG A. BETTERTON  
915 S. Tamiami Trail  
Nokomis, Florida 34275

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)  
GREG A. BETTERTON

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

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TALLAHASSEE, FLORIDA

**THE UNDERSIGNED MEMBER** or authorized representative of a member of **PEACE RIVER REFUGE, L.L.C.**, deposes and says:

1. That the above-named limited liability company has at least one (1) member.
2. That the total amount of cash contributed by the members is \$1,000.00
3. That the total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from paragraph 2 above.
5. That he is the authorized representative of a member of , **PEACE RIVER REFUGE, L.L.C.**

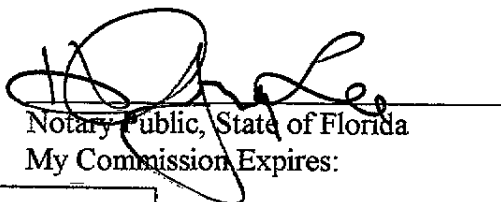
Further Affiant sayeth naught.

  
\_\_\_\_\_  
GREG A. BETTERTON  
Affiant

STATE OF FLORIDA       )  
COUNTY OF SARASOTA   )

The foregoing instrument was acknowledged before me this 2 day of July, 1998, by GREG A. BETTERTON as Authorized Representative of Member BRAD KELLEY, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

