



THE UNITED STATES
CORPORATION
COMPANY

L98000001133

ACCOUNT NO. : 072100000032

REFERENCE : 897110 4732152

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 3:45

ORDER DATE : July 20, 1998

ORDER TIME : 12:18 PM

ORDER NO. : 897110-005

CUSTOMER NO: 4732152

CUSTOMER: W.a. Gartner, Esq
GARTNER BROCK & SIMON

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

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DOMESTIC FILING

NAME: AMELIA NATIONAL, LLC

(5)

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION -- LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

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ARTICLES OF ORGANIZATION
OF
AMELIA NATIONAL, LLC

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company shall be AMELIA NATIONAL, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 5456 First Coast Highway, Amelia Island, Florida 32034.

ARTICLE III
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
DURATION

The period of duration for the Limited Liability Company shall commence on July 1, 1998, and shall continue perpetually, unless terminated: (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE V
MANAGEMENT

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Summer Beach Development Group, Inc.
5456 First Coast Highway
Amelia Island, Florida 32034

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.


ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII
REGISTERED AGENT AND OFFICE

The Company designates 5456 First Coast Highway, Amelia Island, Florida 32034, as the street address of the initial registered office of the Company and names Mr. Jim Sands, as the Company's initial registered agent at that address to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 14th day of July, 1998.


JIM SANDS

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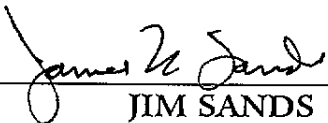
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AMELIA NATIONAL, LLC, deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$100.00;
- 3) the total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from Item 2 above.


JIM SANDS

(Signature of a Member or authorized representative of a Member)

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes 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:

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1. The name of the limited liability company is: AMELIA NATIONAL, LLC.
2. The name and address of the registered agent and office is:

Mr. Jim Sands
5456 First Coast Highway
Amelia Island, Florida 32034

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.



JIM SANDS

Date: July 14, 1998