

L98000001643



ACCOUNT NO. : 072100000032

REFERENCE : 944066 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 1998

ORDER TIME : 11:50 AM

ORDER NO. : 944066-005

CUSTOMER NO: 1299A

CUSTOMER: Mr. Scott Lowrey  
CLARK PARTINGTON HART LARRY  
BOND STACKHOUSE & STONE  
Suite 800  
125 West Romana Street  
Pensacola, FL 32501

DOMESTIC FILING

NAME: W.M. VENTURES OF NORTHWEST  
FLORIDA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

500002627845--2

-08/28/98--01068--026

\*\*\*\*337.50 \*\*\*\*337.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
98 AUG 28 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 AUG 28 PM 1:18  
DIVISION OF CORPORATION

CM

**ARTICLES OF ORGANIZATION OF  
W.M. VENTURES OF NORTHWEST FLORIDA, L.L.C.**

Gary M. McMichael and James Whitmoyer natural persons competent to contract, present these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

**ARTICLE I - NAME**

The name of this limited liability company is:

W.M. VENTURES OF NORTHWEST FLORIDA, L.L.C.

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The mailing address and street address of the principal office of this limited liability company is 323 Page Bacon Road, Suite 17, Mary Esther, Florida 32569.

**ARTICLE III - PURPOSES AND POWERS**

This limited liability company is organized for the acquisition, sale, leasing, and development of real property and any other legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

**ARTICLE IV - TERM OF EXISTENCE**

This limited liability company shall have a perpetual existence unless the Company is terminated as provided in its regulations. Provided, however, the remaining members may continue the existence of this limited liability company as provided in Article VIII below and as further provided in the regulations of this limited liability company.

FILED  
28 AUG 28 AM 9:24  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this limited liability company shall be 323 Page Bacon Road, Suite 17, Mary Esther, Florida 32569, and the name of the initial registered agent of this limited liability company at that address is Gary McMichael.

**ARTICLE VI - MANAGEMENT**

This limited liability company will be managed by its members. The names and addresses of the individuals who shall serve as the managing members are as follows:

Gary McMichael  
323 Page Bacon Road  
Suite 17  
Mary Esther, Florida 32569

James Whitmoyer  
151 Mary Esther Boulevard  
Suite 405A  
Mary Esther, Florida 32569

**ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS**

The Members of this limited liability company are Gary McMichael and James Whitmoyer. New members shall be admitted only upon the unanimous agreement of the members or upon the failure of a member to exercise the right of first refusal described in the regulations of this limited liability company..

**ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, bankruptcy, or insolvency of a member, the remaining member or members of the limited liability company shall have the right to continue the business of this limited liability company.

**ARTICLE IX - COMMENCEMENT OF EXISTENCE**

The date for commencement of this limited liability company's existence shall be the date these Articles of Organization are

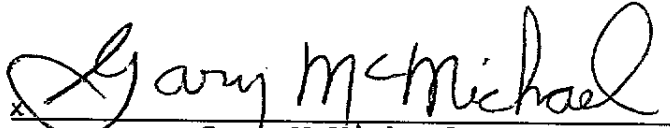
filed with the offices of the Secretary of State of Florida.

**ARTICLE X - AMENDMENT**

This limited liability company reserves the right to amend these Articles of Organization or any amendment thereto from time to time in accordance with the Florida Limited Liability Company Act but only if the Members of this limited liability company unanimously agree to such agreement.

IN WITNESS WHEREOF, the undersigned member of this limited liability company has executed these Articles of Organization on the date set forth below.

**W.M. VENTURES OF NORTHWEST FLORIDA,  
L.L.C.:**

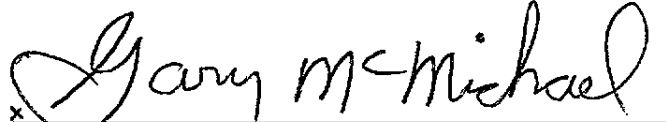
  
\_\_\_\_\_  
Gary McMichael  
Its: Member

Date: August 27, 1998

FILED  
98 AUG 28 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of W.M. VENTURES OF NORTHWEST FLORIDA, L.L.C. Further, I am familiar with and accept the duties and obligations of such designation.

  
x \_\_\_\_\_  
Gary McMichael

Date: August 27, 1998

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98 AUG 28 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              :  
COUNTY OF xOkaloosa )

FILED  
98 AUG 28 AM 9:06  
SECRETARY OF  
TALLAHASSEE, FL

**AFFIDAVIT**

BEFORE ME, the undersigned, personally appeared Gary McMichael, a member of W.M. VENTURES OF NORTHWEST FLORIDA, L.L.C., a Florida limited liability company, hereinafter "Company", who upon being duly sworn, certified as follows:

1. The Company has at least one member.
2. The total actual amount of cash contributed to the Company as of its formation is One Hundred (\$100.00) Dollars, with Fifty (\$50.00) Dollars being contributed by Gary McMichael and Fifty (\$50.00) Dollars being contributed by James Whitmoyer.
3. No property other than cash has been contributed by the members as of formation.
4. The total value of cash or property anticipated to be contributed by the members is One Hundred (\$100.00) Dollars, which includes the amount specified in paragraph 2 of this affidavit.
5. The total amount of all contributions referred to herein is One Hundred (\$100.00) Dollars.

FURTHER AFFIANT SAYETH NOT.

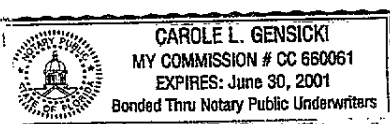
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

AFFIANT:  
MEMBER:

Date: August 27 1998

x Gary McMichael  
GARY MCMICHAEL

SWORN TO AND SUBSCRIBED before me this 27<sup>th</sup> day of August, 1998, by Gary McMichael, who (X) is personally known to me, or ( ) has produced \_\_\_\_\_ as identification, bearing identification number \_\_\_\_\_.



Carole L. Gensicki  
[Signature of Notary Public]

CAROLE L. GENSICKI  
[Print, Type, or Stamp Name of Notary Public]

[NOTARIAL SEAL]

Commission Number: CC 660061  
My Commission Expires: June 30, 2001