

Document Number Only

L98000001877

Re
Ad
Ch

JAMES R. BREWSTER
ATTORNEY

547 NORTH MONROE STREET
SUITE 203, THE WALKER BUILDING
TALLAHASSEE, FL 32301
(904) 561-1037 • FAX (904) 681-0560

FILED
98 SEP 16 AM 11:05
TALLAHASSEE, FLORIDA

CM

TimberCreek of North Pensacola, L.C.

- ☐ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☐ Walk In
☒ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☒ Photo Copies
☒ Call if Problem
☐ Will Wait
- ☐ Merge
☐ Mark
☐ Other
☐ Change of R.A.
☐ CUS
☐ After 4:30
☐ Pick Up

RECEIVED
98 SEP 16 PM 4:18
DIVISION OF CORPORATIONS

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Call When Ready

000002641640--4
-09/17/98--01003--008
*****280.00 *****280.00

000002641640--4
-09/17/98--01003--009
*****99.40 *****5.00

ORIGINAL

ARTICLES OF ORGANIZATION

OF

TIMBERCREEK OF NORTH PENSACOLA, L.C.

{a Florida for profit limited liability company}

ARTICLE I. NAME

The name of this limited liability company (which is hereinafter called "The Limited Liability Company") and the mailing and street address of its initial office shall be:

TimberCreek of North Pensacola, L.C.
P.O. Box 3547
Suite 201, The Walker Building
547 North Monroe Street
Tallahassee, Fl 32315-3547

ARTICLE II. PURPOSE

Section 1. In addition to the powers authorized by the laws of the State of Florida, the purposes for which The Limited Liability Company is formed are:

- (a) To engage in the business of acquiring, subdividing, improving, developing and selling the assets of The Limited Liability Company, including but not limited to doing such directly or indirectly as a general partner in a limited partnership which purpose(s) is of the same or similar nature;
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of said limited liability company without restriction or limit; to incur indebtedness; and to purchase or otherwise acquire, hold, own, lease, mortgage, sell, convey or otherwise dispose of real or personal property or both of every class and description;
- (c) To act as an agent, nominee, attorney-in-fact, general partner for, and/or perform any service for, any person(s), partnership(s), corporation(s), firm(s), syndicate(s), association(s) or other entity(ies) or person(s) in any capacity to extend the interest of The Limited Liability Company;

FILED
98 SEP 16 AM 11:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- (d) To transact any other lawful business under the **Florida Limited Liability Company Act, Chapter 608, Florida Statutes**, including providing for and to its members the privileges, rights, and immunities of limited liability companies for profit;
- (e) To have the powers necessary to carry out its business and affairs as set forth in **Section 608.404, Florida Statutes**, as amended from time to time; and/or
- (f) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting The Limited Liability Company from extending its activities to any related or otherwise lawful business, **provided that the privileges, rights, and immunities of limited liability companies for profit applies.**

Section 2. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting The Limited Liability Company to carry on any business, exercise any power or do any act which a limited liability company may not lawfully carry on, exercise or do under Florida Laws. These Articles should be construed so as to provide its members with all the limitations on liabilities, as more fully set forth in Sections 608.436 and 608.462, Florida Statutes.

ARTICLE III. DURATION

The Limited Liability Company shall not have perpetual existence, but rather shall exist until *December 31, 2020*, or until dissolved in an earlier manner provided by law or as provided in the regulations adopted by the members from time to time.

ARTICLE IV. CAPITAL CONTRIBUTIONS

The capital contributions in the amount of **\$800.00 in cash** shall be paid to The Limited Liability Company by the **four (4) members in equal shares**. Additional contributions will be made as required for investment purposes, as solely determined by the **unanimous consent of the members**. Members will make contributions in equal shares.

ARTICLE V. MANAGEMENT RESERVED TO THE MEMBERS

Section 1. Unless otherwise provided in the regulations, management of this limited liability company is reserved to its members, initially consisting of **four (4) members**, whose names and addresses are as follows:

TOM E. BREWSTER, C.P.A.
101 S. Jefferson St.
Pensacola, Fl 32501

JAMES A. STIDHAM, SR., P.E.
Suite 201, The Walker Bldg.
547 N. Monroe St.
Tallahassee, Fl 32301

JAMES A. STIDHAM, JR., C.P.A.
Suite 201, The Walker Bldg.
547 N. Monroe St.
Tallahassee, Fl 32301

REGINA P. BREWSTER, ESQUIRE
2212 Yaupon Drive
Tallahassee, Fl 32303

FILED
98 SEP 16 AM 11:05
CLERK OF COURT
TALLAHASSEE, FLORIDA

Section 2. All members shall be entitled to vote on all matters relating to the Limited Liability Company. Unless otherwise provided in these Articles or regulations, each such vote shall be weighted in proportion to the members' relative capital accounts; however, in the event the capital account of every member is negative or zero, then each member shall have one vote. All The Limited Liability Company powers shall be exercised by, under the authority of, or at the direction of, the members.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for The Limited Liability Company shall be located at Suite 201, The Walker Building, 547 North Monroe Street, Tallahassee, Fl 32301, but The Limited Liability Company may establish and maintain its principal office at such other place within the State of Florida as may be determined by the members consistent with the Florida Limited Liability Company Act as the same is then in effect.

Section 2. The initial registered agent and office shall be:

James R. Brewster, Esquire
547 North Monroe Street
Suite 203, The Walker Building
Tallahassee, FL 32301

FILED
08 SEP 16 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII.
MEMBERSHIP RESTRICTIONS

Section 1. The Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

Section 2. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members.

Section 3. 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.

ARTICLE VIII.
AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between The Limited Liability Company and any other person or member in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members of The Limited Liability Company is or are interested in such, and any member or members, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of The Limited Liability Company or in which The Limited Liability Company is interested, and no contract, act or transaction of The Limited Liability Company with any person or persons, firm or other entity in the absence of fraud, shall be affected or invalidated by the fact that any member or members of The Limited Liability Company is a party or are parties to or interested in such contract, act or transaction, or is in any way connected with such person or persons, firm or other entity, and each and every person who may become a member of The Limited

Liability Company is hereby relieved from any liability that might otherwise exist from thus contracting with The Limited Liability Company for the benefit of himself or any firm, association or other entity in which he may be interested. Any member of The Limited Liability Company may vote upon any contract or other transaction between The Limited Liability Company and any subsidiary or controlled company without regard to the fact that he is an interested party of such subsidiary or controlled company.

Section 2. The Limited Liability Company shall indemnify, including advancement of expenses, any and all of its members and former members, and any person who may have served at its request as a manager, owner, partner, agent, director or officer of another company or business in which it owns a capital interest, or of which it is a creditor, against the expenses actually and necessarily incurred by him/it/them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having served in the aforesaid capacity(ies), except in relation to matters as to which any such person shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his/its duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Regulations, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be otherwise entitled under the law (including without limitation Section 608.4363, Florida Statutes) or separate instrument.

ARTICLE IX.
SHARING OF PROFITS

Unless provided for otherwise in the regulations, profits and losses shall be allocated on the basis of each member's relative capital account.

ARTICLE X.
AMENDMENT

These Articles may be amended from time to time by the unanimous vote of the members.

FILED
SEP 16 AM 11:05
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, UNDER PENALTIES OF PERJURY, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida. We further certify that these Articles shall serve as the Charter and authority for the conduct of business of The Limited Liability Company.

The undersigned being the original members of The Limited Liability Company execute these Articles of Organization, this 11th day of September, 1998 and accordingly hereby certify that this instrument constitutes the proposed Articles of Organization of TimberCreek^{of North Pensacola}, L.C.

Signature of Members

Tom E. Brewster
TOM E. BREWSTER
101 S. Jefferson St.
Pensacola, Fl 32501

James A. Stidham, Sr.
JAMES A. STIDHAM, SR.
Suite 201, The Walker Bldg.
547 N. Monroe St.
Tallahassee, Fl 32301

James A. Stidham, Jr.
JAMES A. STIDHAM, JR.
Suite 201, The Walker Bldg.
547 N. Monroe St.
Tallahassee, Fl 32301

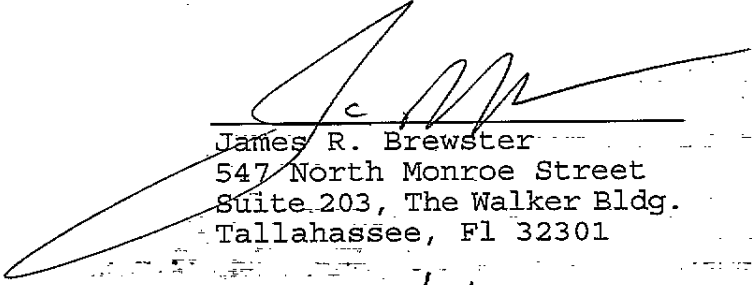
Regina P. Brewster
REGINA P. BREWSTER
2212 Yaupon Drive
Tallahassee, Fl 32303

FILED
50 SEP 16 AM 11:06
TALLAHASSEE, FLORIDA

timbart2.11c

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, I hereby agree to act in this capacity at the place designated in these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations under Section 608.407, Florida Statutes.



James R. Brewster
547 North Monroe Street
Suite 203, The Walker Bldg.
Tallahassee, Fl 32301

Date: 9/11/98

timbart2.llc

FILED
98 SEP 16 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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: North

Timbercreek of Pensacola, L.C.

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

JAMES R. Brewster

(NAME)

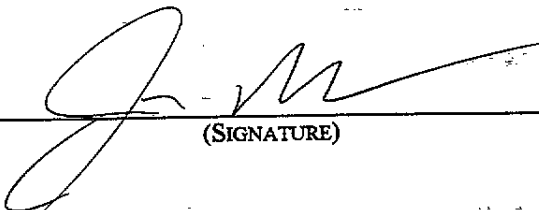
549 North Monroe Street, Suite 203

(P. O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

(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)

5/16/97

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
98 SEP 16 AM 11:06
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
98 SEP 16 AM 11:06
CLERK OF
TALLAHASSEE, FLORIDA

The undersigned member or authorized ^{NOR} representative of a member of Timber Creek of Pensacola, 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 member(s) is

\$ 800⁰⁰

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0

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 \$ 0

5) the total amounts of 2, 3 and 4 is

\$ 800⁰⁰


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.)