

# L98000002631

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## LIMITED LIABILITY COMPANY

### MAJESTIC MOTEL AND RESORT, L.C.

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ARTICLES OF ORGANIZATION  
OF  
MAJESTIC MOTEL AND RESORT, L.C.

Pursuant to the provisions of Chapter 608, Florida Statutes, 1997, (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is Majestic Motel and Resort, L.C.

ARTICLE II - DURATION

The Company shall exist for a period of thirty (30) years from the date of filing of these Articles with the Secretary of State, unless: (a) the Company is dissolved or terminated prior to such date pursuant to the terms of the Company's Operating Agreement or the Act; and/or (b) the term of the Company's existence is otherwise extended pursuant to the terms of its Operating Agreement or other governing document.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the initial principal office of the Company are 10901 Front Beach Road, Panama City Beach, Florida 32407.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company are Roland W. Kiehn, Esq., 220 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE V - MEMBERSHIP

The original Members of the Company are Jonathan DeTullio, whose address is 10901 Front Beach Road, Panama City Beach, Florida 32407, and Leonard DeTullio, whose address is 10901 Front Beach Road, Panama City Beach, Florida 32407. The Members may permit the admission of Additional Members, upon the unanimous consent of all Members of the Company or otherwise pursuant to the terms of the Company's Operating Agreement.

This instrument prepared by:  
Roland W. Kiehn, Esq.  
Florida Bar No. 0870250  
BARRON, REDDING, HUGHES, FITE,  
BASSETT, FENSOM & SANBORN, P.A.  
220 McKenzie Avenue  
Panama City, FL 32401  
(850) 785-7454

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TALLAHASSEE, FLORIDA

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ARTICLE VI - CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company, on unanimous consent, may continue the business of the Company.

ARTICLE VII - MANAGEMENT

The Company shall be managed by two (2) managers. The names and addresses of the persons who shall serve as managers until the first annual meeting of the Members or until their successors are elected and qualified pursuant to the terms of the Company's Operating Agreement are as follows:

Jonathan DeTullio

10901 Front Beach Road  
Panama City Beach, FL  
32407

Leonard DeTullio

10901 Front Beach Road  
Panama City Beach, FL  
32407

IN WITNESS WHEREOF, the undersigned, being one of the original Members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Majestic Motel and Resort, L.C.

Executed by the undersigned at Panama City, Bay County, Florida on this 9th day of NOVEMBER, 1998.

  
Jonathan DeTullioSTATE OF FLORIDA  
COUNTY OF BAY98 NOV -9 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The foregoing instrument was acknowledged before me this 9th day of November, 1998, by Jonathan DeTullio, who: (notary must check applicable box)

☐ is personally known to me.

11-09-1998 03:53PM FROM BARRON & REDDING

TO 18509224003 P.04

Fax Audit No. H98000020891

☒ produced a current Florida driver's license as identification.

☐ produced \_\_\_\_\_ as identification.



Leesa T. Russell  
Leesa T. Russell  
(Print Name)  
Notary Public  
Serial # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT  
OF  
MAJESTIC MOTEL AND RESORT, 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 MAJESTIC MOTEL AND RESORT, L.C.

The name of the registered agent for MAJESTIC MOTEL AND RESORT, L.C., is Roland W. Kiehn, and the street address of the initial registered office where the agent is located is 220 McKenzie Avenue, Panama City, Florida 32401.

This statement is to acknowledge that, as indicated above, MAJESTIC MOTEL AND RESORT, L.C., has appointed me, Roland W. Kiehn, 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 7th day of November, 1998.

  
Roland W. Kiehn  
Registered Agent

This instrument prepared by:  
Roland W. Kiehn, Esq.  
Florida Bar No. 0870250  
BARRON, REDDING, HUGHES, FITE,  
BASSETT, FENSOM & SANBORN, P.A.  
220 McKenzie Avenue  
Panama City, FL 32401  
(850) 785-7454

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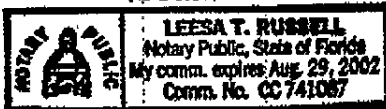
TO 18509224003 P.06

Fax Audit No. H98 000020891

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9<sup>th</sup>  
day of November, 1998, by Roland W. Kiehn, agent on behalf  
of MAJESTIC MOTEL AND RESORT, L.C., a limited liability company.  
He is personally known to me or has produced Fl Drivers License  
as identification.

(seal)



Leesa T. Russell  
Notary Public

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TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF BAY

After first being duly sworn, and in compliance with §608.407(2) of the Florida Statutes, JONATHAN DETULLIO ("Affiant") hereby swears and attests as follows:

1. That he is sui juris, competent to testify and has personal knowledge of the contents of this Affidavit.

2. That Majestic Motel and Resort, L.C. has at least two (2) Members, whose names and addresses are as follows:

Jonathan DeTullio  
10901 Front Beach Road  
Panama City Beach, FL 32407

Leonard DeTullio  
10901 Front Beach Road  
Panama City Beach, FL 32407

3. The amount of cash, or a description and agreed-upon value of property other than cash, which has been contributed by the initial Members to the Company is as follows:

Jonathan DeTullio - \$ 1,000.00  
Leonard DeTullio - \$ 1,000.00

4. The total amount of cash or property anticipated to be contributed by the Members is \$500,000.00. This total includes the amounts from paragraph numbered 3, above.

Further Affiant sayeth not.

  
JONATHAN DETULLIO

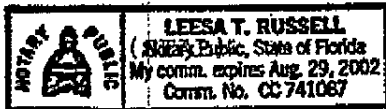
[acknowledgment on following page]

This instrument prepared by:  
Roland W. Kiehn, Esq.  
Florida Bar No. 0870250  
BARRON, REDDING, HUGHES, FITE,  
BASSETT, FENSOM & SANBORN, P.A.  
220 McKenzie Avenue  
Panama City, FL 32401  
(850) 785-7454

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TALLAHASSEE, FLORIDA

Fax Audit No. H98 000020891STATE OF FLORIDA  
COUNTY OF BAYSworn to and subscribed before me this 9<sup>th</sup> day of November,  
1998, by JONATHAN DETULLIO, who: (notary must check applicable box)

- ☐ is personally known to me.  
☒ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.



Leesa T. Russell  
Leesa T. Russell  
(Print Name)  
Notary Public  
Serial # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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