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LIMITED LIABILITY COMPANY

W. H. ALDRED, III, ET. AL., INC.

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**ARTICLES OF ORGANIZATION OF
W. H. ALDRED, III, ET.AL.,
A LIMITED LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **W. H. ALDRED, III, ET.AL., A LIMITED LIABILITY COMPANY**, and its principal place of business shall be 2334 South Fletcher Avenue, Fernandina Beach, County of Nassau, State of Florida, and whose mailing address is 2334 South Fletcher Avenue, Fernandina Beach, Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilized, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith

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or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III MEMBERSHIP

This company shall initially have four members. The membership may increase or decrease from time to time but shall never be less than two members. The names and addresses of the members are

Walter Harmon Aldred, III
2334 South Fletcher Avenue
Fernandina Beach, Florida 32034

Andy C. Aldred
Post Office Box 38
Statesboro, Georgia 30459

Walter M Aldred
Post Office Box 38
Statesboro, Georgia 30459

Debbie A. Rossingnol
1055 Seminole Road
Atlantic Beach, Florida 32233

ARTICLE IV CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$5,000.00 cash, representing 52% investment shall be paid to the limited liability company by Walter Harmon Aldred, III. \$800.00 shall be paid by Andrew C. Aldred representing a 16% interest; \$800.00 shall be paid by Walter M. Aldred representing a 16% interest; \$800.00 shall be paid by Debbie A. Rossingnol representing a 16% interest. Additional contributions will be made as required for investments purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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ARTICLE V PROFITS AND LOSSES

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a percentage equal to the percentage of their contribution. The distributive share of the profits shall be determined and paid to the members December 15th of each year commencing December 15, 1999.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VI LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

ARTICLE VII DURATION

This limited liability company shall exist until December 1, 2025, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII MANAGEMENT

This limited liability company shall be managed by **Walter H. Aldred, III, 2334 South Fletcher Avenue, Fernandina Beach, Florida 32034**, a managing member, who shall serve until his death, retirement, adjudication of insanity or incompetency or receipt of debtor relief under bankruptcy laws. If he shall fail to serve for any reason, then **Andrew C. Aldred** shall serve as successor general manager until the next annual meeting of members or until his successor is appointed.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office and the principal office of the limited liability company **401 Centre Street, Second Floor, Fernandina Beach, Florida 32034** and the name of

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Arthur I. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249

its initial registered agent at such address is Arthur I. Jacobs.

ARTICLE X RESTRICTIONS ON MEMBERSHIP

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.

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

Upon 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 upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of W. H. ALDRED, III, ET.AL., A LIMITED LIABILITY COMPANY.

Executed by the undersigned at Fernandina Beach, Florida on Feb 2, 1999.

Brenda B. Stiner

Witness

Witness

Brenda B. Stiner

Witness

Witness

Brenda B. Stiner

Witness

Witness

Walter Harmon Aldred, III
Walter Harmon Aldred, III

Andy C. Aldred
Andy C. Aldred

Debbie A. Rossingnol
Debbie A. Rossingnol

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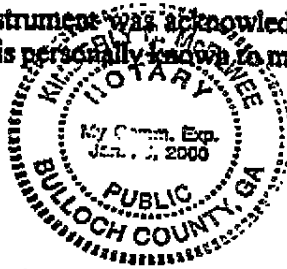
Arthur L. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249
Florida Bar No. 108249

Harmon P. Aldred
Witness
[Signature]
Witness

Walter M. Aldred
Walter M. Aldred

STATE OF Fla
COUNTY OF

The foregoing instrument was acknowledged before me this Feb 2, 1999 date by Walter Harmon Aldred, III who is personally known to me or who has produced _____ as identification.



Kimberly McGee Howell
Notary Public

STATE OF Fla
COUNTY OF Nassau

The foregoing instrument was acknowledged before me this Feb 2, 1999 date by Andy C. Aldred who is personally known to me or who has produced _____ as identification.



Brenda Q. Stevens
Brenda Q. Stevens
MY COMMISSION # 06512818 EXPIRES
February 28, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.
Notary Public

STATE OF Fla
COUNTY OF Nassau

The foregoing instrument was acknowledged before me this Feb 2, 1999 date by Walter M. Aldred, who is personally known to me or who has produced _____ as identification.

Brenda Q. Stevens
Notary Public

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Arthur L. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249



Brenda Q. Stevens
MY COMMISSION # 06512818 EXPIRES
February 28, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

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Arthur I. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249

STATE OF *Fla.*
COUNTY OF *Duval*

The foregoing instrument was acknowledged before me this *Feb 2, 1999* date by Debbie A. Rossingnol, who is personally known to me or who has produced _____ as identification.

Brenda G. Silver
Notary Public



Brenda G. Silver
MY COMMISSION # 00512618 EXPIRES
February 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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Arthur I. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249

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Arthur I. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249

**CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED**

W. H. ALDRED, III, ET.AL., A LIMITED LIABILITY COMPANY, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization, at Nassau County, Florida, has named Richard Erickson as its registered agent to accept service of process within this state, who is located at the following registered office:

Arthur I. Jacobs, Esquire
401 Centre Street, Second Floor
Fernandina Beach, Florida 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.



Registered Agent

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Arthur I. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249

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Arthur I. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249

**AFFIDAVIT OF WALTER HARMON ALDRED, III
MANAGER OF W. H. ALDRED, III, ET.AL., INC.
A LIMITED LIABILITY COMPANY**

STATE OF
COUNTY OF

BEFORE ME this day personally appeared WALTER HARMON ALDRED, III, who is
personally known to me and who, being duly sworn, states:

1. He is the manager of W. H. ALDRED, III, ET.AL., . . . A LIMITED LIABILITY
COMPANY.

2. W. H. ALDRED, III, ET.AL., . . . A LIMITED LIABILITY COMPANY has four
members as set out in the Articles of Organization.

3. The capital contribution is of the members are as follows:

Walter Harmon Aldred, III - \$5,000.00
Walter M. Aldred - \$800.00

Andy C. Aldred - \$800.00
Debbie A. Rossingol - \$800.00

Walter Harmon Aldred, III
Walter Harmon Aldred, III

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Sworn to and subscribed before me this 2nd day of Feb, 1999.

Brenda G. Stivers
Notary Public



Brenda G. Stivers
MY COMMISSION # 00512618 EXPIRES
February 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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Arthur I. Jacobs, Esquire
Post Office Box 1110
Fernandina Bch. FL 32035
Florida Bar No. 108249