

L99000000597

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

*G. Thomas Smith
Board Certified
Real Estate Attorney*

January 6, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 AM 9:19

VIA 2ND DAY EXPRESS MAIL

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32301

CM

RE: S & B Enterprises, L. L. C.

Dear Sir/Madam:

[Handwritten signature]

Enclosed please find the original and a copy of the Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$285.00 representing the filing fee and registered agent fee.

Please file the original and date stamp the copy and return to me in the envelope provided. If you have any questions, please do not hesitate to contact me at (850) 434-2761.

Sincerely,

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-01/07/99--01055--003
***285.00 ***285.00

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

/enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 1999

GLORIA HECKMAN
SMITH SAUER & DEMARIA, ATTORNEY AT LAW
P.O. BOX 12446
PENSACOLA, FL 32582-2446

SUBJECT: S & B ENTERPRISES, L.L.C.
Ref. Number: W99000001408

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We have received your document for S & B ENTERPRISES, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 799A00002533

ARTICLES OF ORGANIZATION
OF

M & K DEVELOPMENT ~~XXXX~~ ENTERPRISES, L.L.C.

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

ARTICLE I
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," ~~XXXX Enterprises, L.L.C.~~ M & K DEVELOPMENT ENTERPRISES, L.L.C.

ARTICLE II
ADDRESS

The Company's mailing address and street address of its principal place of business in Florida is 1300 Shoreline Drive, Gulf Breeze, Florida 32561, 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 III
DURATION/CONTINUATION

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE IV
PURPOSE

The general purpose for which the Company is organized is to buy and sell real including but not limited to the following:
to acquire, renovate, rent or sell real property.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and

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insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V MANAGEMENT

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the members are as follows:

Mark A. Schroth	315 Florida Avenue, Gulf Breeze, FL 32561
Myra V. Schroth	315 Florida Avenue, Gulf Breeze, FL 32561
Karin S. Bowyer	314 Florida Avenue, Gulf Breeze, FL 32561
Kenny Bowyer	314 Florida Avenue, Gulf Breeze, FL 32561

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ARTICLE VI 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 Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII 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 the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE VIII REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

**ARTICLE IX
AMENDMENT TO ARTICLES**

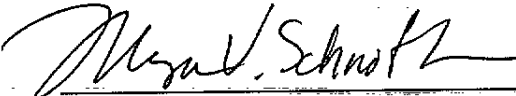
Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Effective Date of formation January 1, 1999.


Mark A. Schroth

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 1/6/99
Myra V. Schroth

 1/6/99
Karin S. Bowyer

 1/6/99
Kenny Bowyer

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF**

M & K DEVELOPMENT ~~XXXX~~ ENTERPRISES, L.L.C.

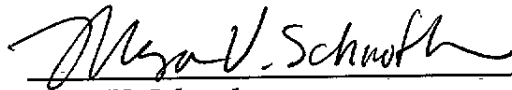
The undersigned members or authorized representatives of a member of ~~XXXX~~ M & K Enterprises, L.L.C., deposes and says:
DEVELOPMENT

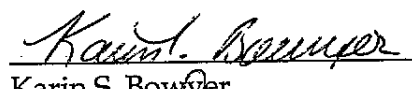
1. The above named limited liability company has four (4) members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 29,000.00.
4. The total amount of cash or property anticipated to be contributed by members is \$30,000.00. This total includes amounts from Paragraphs 2 and 3 above.


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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.

 1/6/99
Mark A. Schroth

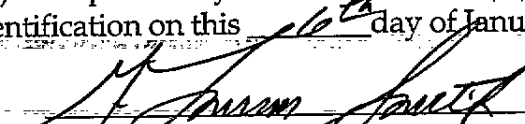
 1/6/99
Myra V. Schroth

 1/6/99
Karin S. Bowyer

 1/6/99
Kenny Bowyer

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Mark A. Schroth, Myra V. Schroth, Karin S. Bowyer and Kenny Bowyer who (4) are personally known to me or () produced as identification on this 16th day of January, 1999.


NOTARY PUBLIC

PRINTED:
NOTARY STAMP:



G THOMAS SMITH
My Commission CC484224
Expires Jul. 28, 1999
Bonded by ANB
90-852-5878

M & K DEVELOPMENT ENTERPRISES, L.L.C.

CAPITAL CONTRIBUTIONS

<u>Property:</u>	<u>Value:</u>
Lot 7, Block C, BayBridge Park, Second Addition	\$4,500.00
Lot 11, Block A, GreenBriar Estates, Unit 3	11,500.00
Lot 6, Greenbriar Estates, 3402 Greenbriar Court-Triplex	4,000.00
3395 Greenbriar Circle	9,000.00
<u>Cash:</u>	<u>\$1,000.00</u>
TOTAL:	\$30,000.00

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

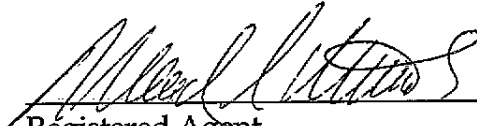
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is ~~S & B Enterprises, LLC~~ M & K DEVELOPMENT ENTERPRISES, L.L.C.
2. The name and address of the registered agent and registered office is: _____

Mark A. Schroth
315 Florida Avenue, Gulf Breeze, FL 32561

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.

Dated January 6, 1999.

 1/6/99.

Registered Agent

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