

L99000000658

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

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99 FEB -5 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Highwater Capital, L.L.C.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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CORPORATION
Mail out

☒ Pick up time

2:00

☐ Certified Copy

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS
<input type="checkbox"/> Private
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS
<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A. Officer/ Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

Filing
Articles of
Organization

OTHER FILINGS
<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

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****285.00 ****285.00

Wed
Feb 2/5

Examiner's Initials

HIGHWATER CAPITAL, L.L.C.

ARTICLES OF ORGANIZATION

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the Company is: Highwater Capital, L.L.C.

ARTICLE II. ADDRESS

The mailing address and street of the principal office of the Company is:

169 South Roscoe Boulevard
Ponte Vedra Beach, Florida 32082

ARTICLE III. DURATION AND CONTINUATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Regulations or by the unanimous written agreement of all Members.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE V. MANAGEMENT

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The names and addresses of the initial Managers are as follows:

Arthur L. Cahoon

1200 Riverplace Boulevard, Suite 902
Jacksonville, FL 32207

William G. Schwind

169 South Roscoe Boulevard
Ponte Vedra Beach, Florida 32082

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Each Manager shall serve in such capacity until the first annual meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

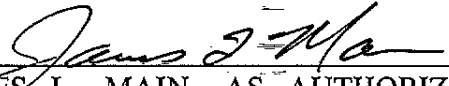
ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS

The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company in the manner set forth in the Regulations 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 of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member hereunto sets his hand and seal this 4th day of February, 1999.


JAMES L. MAIN, AS AUTHORIZED
REPRESENTATIVE OF ARTHUR L.
CAHOON, A MEMBER

HIGHWATER CAPITAL, L.L.C.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, HIGHWATER CAPITAL, L.L.C., a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: Highwater Capital, L.L.C.
2. The name of the registered agent and the address of the registered office

NAME: Intrastate Registered Agent Corporation

ADDRESS: 701 Brickell Avenue
Suite 300
Miami, Florida 33131-3209

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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.

INTRASTATE REGISTERED AGENT
CORPORATION

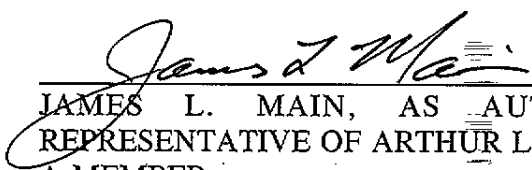
By: Donald W. Wallis
Donald W. Wallis, Vice-President

Dated: February 4, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Highwater Capital, L.L.C., deposes and says:

- 1) The above-named limited liability company has at least one (1) member.
- 2) The total amount of cash contributed by the members is \$50,000.00.
- 3) No property other than cash has been contributed by the Members.
- 4) The total amount of cash and property anticipated to be contributed by members, including the amounts indicated in paragraphs 2 and 3 above, is \$100,000.00.


JAMES L. MAIN, AS AUTHORIZED
REPRESENTATIVE OF ARTHUR L. CAHOON,
A MEMBER

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