

L99000601509

DOBSON & BROWN, P.A.

ATTORNEYS AT LAW

66 CUNA STREET, SUITE A

ST. AUGUSTINE, FLORIDA 32084

GEOFFREY B. DOBSON

RONALD W. BROWN

TELEPHONE (904) 824-9032

TELEFAX (904) 824-9236

February 24, 1999

Secretary of State
Division of Corporations
The Capitol
Plaza Level 10
Tallahassee, Florida 32399-0810

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 AM 11:36

RE: Articles of Organization;
Palm Coast Landing, L.C.

11th

CM

Dear Reader:

900002788939--4
-02/26/99--01083--008
****122.50 ****122.50

Enclosed please find the original and one copy of the Articles of Organization for the above referenced corporation. Also please find a check in the amount of \$122.50 to cover the costs of the filing tax, the filing fees, and a certified copy of the Articles of Organization.

Thank you for your cooperation.

900002788939--4
-03/11/99--01082--002
****162.50 ****162.50

Sincerely,



Jill E. Creter,
Secretary to Ronald W. Brown

~~RECEIVED~~

/jec
Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 3, 1999

JILL E. CRETER
DOBSON & BROWN, P.A.
66 CUNA STREET, SUITE A
ST. AUGUSTINE, FL 32084

SUBJECT: PALM COAST LANDING, L.C.
Ref. Number: W99000005194

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We have received your document for PALM COAST LANDING, L.C. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$162.50.

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: 799A00009704

ARTICLES OF ORGANIZATION
OF PALM COAST LANDING, L.C.

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization.

ARTICLE I

Name:

The name of the Limited Liability Company is Palm Coast Landing, L. C.

ARTICLE II

Address:

The mailing address and street address of the principal office of the Limited Liability Company is 5522 North Oceans Boulevard, Palm Coast, Florida 32137.

ARTICLE III

Duration:

The period of duration for the Limited Liability Company shall (30) years commencing with the date of the filing of these Articles of Organization.

ARTICLE IV

Management/Members:

The everyday business and affairs of the Limited Liability Company are to be managed by its managers. The names and addresses of such individuals who will serve as the initial managers until the first annual meeting of the members or until their successors are elected or qualify are:

Kenneth L. Ihlenfeldt
P.O. Box 353525
Palm Coast, Florida 32135-3525

Kevin D. Finch
1 11th Street
St. Augustine, Florida 32084

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ARTICLE V
Admission of Additional Members:

The members shall have the right to admit additional members other upon the unanimous consent of all members and upon such terms and conditions as may be provided in the Regulations/Operating Agreement of the Limited Liability Company.

ARTICLE VI
Members' Rights to Continue Business:

Upon 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, a dissolution of the Limited Liability Company shall occur unless the remaining members of the Limited Liability Company unanimously consent to continue the operation and existence of the Limited Liability Company.

ARTICLE VII
Registered Agent and Registered Office:

The name and address of the Limited Liability Company's registered agent is Kevin D. Finch, 111th Street, St Augustine, Florida 32084, and the street address of the Limited Company's initial office is 5522 North Oceanshore Palm Coast, Florida 32137.

ARTICLE VIII
AMENDMENT:

These Articles of organization maybe amended from time to time as provided by law.

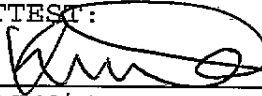
IN WITNESS WHEREOF, the members have hereunto set their hands and seals this 24th day of February, 1999.

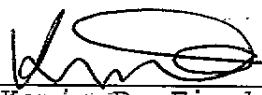
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K.D.F. of St. Augustine, Inc.

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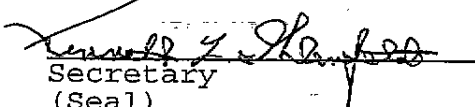
ATTEST:

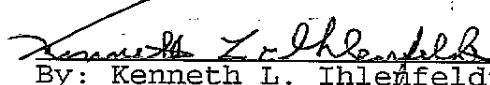

Secretary
(Seal)


By: Kevin D. Finch

Alpha Society, Inc.

ATTEST:


Secretary
(Seal)

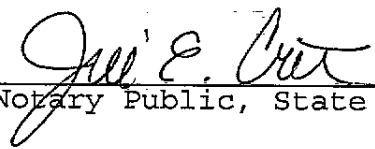

By: Kenneth L. Ihlenfeldt

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take oaths and acknowledgments, personally appeared Kevin D. Finch, President of K.D.F. of St. Augustine, Inc., to me known to be the person described or has produced _____ as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 23rd day of February, 1999.

JILL E. CRETER
Notary Public, State of Florida
My comm. expires Nov. 30, 2001
Comm. No. CC 699297

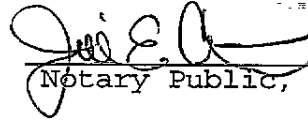

Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take oaths and acknowledgments, personally appeared Kenneth L. Ihlenfeldt, President of Alpha Society, Inc., to me known to be the person described or has produced FL Dr. License as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an

oath.

WITNESS my hand and official seal in the County and State
aforesaid this 24th day of February, 1999.



Notary Public, State of Florida

JILL E. CRETER
Notary Public, State of Florida
My comm. expires Nov. 30, 2001
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Palm Coast Landing, L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Flagler County, State of Florida, has named Kevin D. Finch, 1 11th Street, St. Augustine, Florida 32084, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

I, Kevin D. Finch, having been named to accept service of process for the above stated Limited Liability Company, at a place designated in this certificate, hereby accept to act in this capacity, agree to comply with the provisions of the Florida Limited Liability Company Act relative to keeping open said office and state that I am familiar with and accept the obligations of the position of Registered Agent.


Kevin D. Finch

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ST. JOHNS

COMES NOW this Affiant, Kevin D. Finch, who avers as follows:

1. That the Affiant makes the following averments based on his personal knowledge and that the Affiant is over the age of 18 years.

2. That the Affiant is the President of K.D.F. of St. Augustine, Inc., a Florida Corporation which serves as a member of the Palm Coast Landing, L.C.

3. That the Limited Liability Company known as Palm Coast Landing, L.C. has two members: Alpha Society, Inc. and K.D.F. of St. Augustine, Inc.

4. That each member of the Limited Liability Company has contributed to the Limited Liability Company cash and property other than cash in the amounts listed below:

A. Cash:

- | | |
|----------------------------------|----------|
| 1.) Alpha Society, Inc. | \$ None. |
| 2.) K.D.F. of St. Augustine Inc. | \$ None. |

B. Other Property:

- | | |
|-----------------------------------|----------|
| 1.) Alpha Society, Inc. | |
| A.) Description: | None. |
| B.) Agreed Value: | \$ None. |
| 2.) K.D.F. of St. Augustine, Inc. | |
| A. Description: | None. |
| B. Agreed Value: | \$ None. |

5. That each member of the Limited Liability Company

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anticipates contributing to the Limited Liability Company cash and property other than cash in the amounts described as follows:

A. Cash:

- 1.) Alpha Society, Inc. \$ None.
- 2.) K.D.F. of St. Augustine, Inc. \$ None.

B. Other Property:

- 1.) Alpha Society, Inc.
 - a. Description: One-half Interest in Real Property, Flagler County, Florida.
 - b. Agreed Value: \$605,000.00
- 2.) K.D.F. of St. Augustine, Inc.
 - a. Description: One-half Interest in Real Property, Flagler County, Florida.
 - b. Agreed Value: \$605,000.00

FURTHER AFFIANT SAYETH NOT.

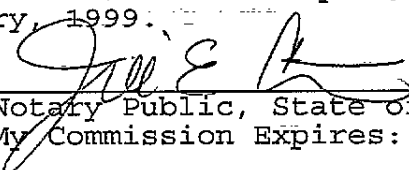

Kevin D. Finch

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take oaths and acknowledgments, personally appeared Kevin D. Finch, President of K.D.F. of St. Augustine, Inc. to me known to be the person described or has produced _____ as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of February, 1999.

JILL E. CRETER
Notary Public, State of Florida
My comm. expires Nov. 30, 2001
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Notary Public, State of Florida
My Commission Expires:

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