

WATSON, FOLDS, STEADHAM & WALKER

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

527 EAST UNIVERSITY AVENUE  
POST OFFICE BOX 1070  
GAINESVILLE, FLORIDA 32602  
TELEPHONE (352) 372-8401  
TELECOPIER (352) 372-1826

WILLIAM B. WATSON, III  
ALLISON E. FOLDS  
JOHN M. STEADHAM  
S. SCOTT WALKER  
MARK J. FRASER

WILLIAM B. WATSON, JR.  
1908-1978

SPECIAL TAX AND ESTATE COUNSEL

CONE, YONG, STEWART  
& HOUSTON, P.A.  
FRED M. CONE, JR.  
FRANK J. YONG  
CARL M. STEWART  
CLARENCE H. HOUSTON, JR.

March 29, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: J. Bailey's, L.C.**

**Dear Sir/Madam:**

Enclosed please find original and one copy of the Affidavit and Certificate of Limited Partnership of J. Bailey's, L.C.

Please file the original of the Affidavit and Certificate and return a certified copy to us. Enclosed is our check in the amount of \$297.50 computed as follows:

Filing fee	210.00
Certified fee	52.50
Registered Agent fee	35.00

**TOTAL:** \$297.50

Thank you, and if anything further is needed, please let us know.

Sincerely yours,

Name	W. P. Verifier
Availability	William B. Watson
Document Examiner	DCC
Relater	DCC
Interpreter	DCC
Acting Ledgerment	DCC
W. P. Verifier	DCC

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 13, 1999

WILLIAM B. WATSON, III  
WATSON, FOLDS, STEADHAM & WALKER  
POST OFFICE BOX 1070  
GAINESVILLE, FL 32602

SUBJECT: J. BAILEY'S, L.C.  
Ref. Number: W99000008678

We have received your document for J. BAILEY'S, L.C. and your check(s) totaling \$297.50. 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.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 399A00018480

ARTICLES OF ORGANIZATION  
OF  
J. BAILEY'S OF OXFORD, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be J. Bailey's of Oxford, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be P.O. BOX 218, 3709 CR 214, OXFORD, FL 32484.

ARTICLE III -- DURATION

The company shall commence its existence on the date the articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Joyce Bailey, 3709 CR 214, Oxford, Florida 34484

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Schedule "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE VIII -- TERMINATION OF EXISTENCE AND  
MEMBER'S RIGHTS TO CONTINUE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Joyce Bailey, P.O. Box 218, Oxford, FL 34484.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Oxford, Florida, on 18 day of March 1999.

Joyce Bailey  
Joyce Bailey

Charles H. Hamner  
Charles H. Hamner

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STATE OF FLORIDA  
COUNTY OF Sumter

BAILEY BROTHERS, INC.

By: Winston Bailey, Jr. President  
of March, 1999, by Joyce Bailey.



Annetta M. Miller  
MY COMMISSION # CC542692 EXPIRES  
June 27, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

Annetta M. Miller  
Notary Public -- State of Florida  
SEAL

Personally Known ✓ OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF Sumter

Sworn to (or affirmed) and subscribed before me this 18<sup>th</sup> day  
of March, 1999, by Charles H. Hamner.



Annetta M. Miller  
MY COMMISSION # CC542692 EXPIRES  
June 27, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

Annetta M. Miller  
Notary Public -- State of Florida  
(SEAL)

Personally Known ✓ OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF SUMTER

Sworn to (or affirmed) and subscribed before me this  
19<sup>th</sup> day of March, 1999, by C. Winston Bailey, Jr.,  
President of Bailey Brothers, Inc., who is personally known to me.

Annette M. Miller  
Notary Public - State of Florida at Large



Annette M. Miller  
MY COMMISSION # CC542692 EXPIRES  
JUNE 27, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

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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**

In pursuance of Chapter 608, Florida Statutes, the following is submitted, in compliance with said Act:

First -That J. BAILEY'S <sup>OF OXFORD,</sup> L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at City of Oxford, County of Sumter, State of Florida, has named JOYCE BAILEY, located at 3709 CR 214, City of Oxford, County of Sumter, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_

*Joyce Bailey*  
JOYCE BAILEY  
Resident Agent

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DIVISION OF CORPORATIONS  
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of J. BAILEY'S, OF OXFORD, LC., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$75,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$200,000.00. The property is comprised of contracts, other work product, and personal property.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$275,000.  
This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 3/18/99

Joyce Bailey  
Name Joyce Bailey

STATE OF FLORIDA  
COUNTY OF Sumter

Sworn to (or affirmed) and subscribed before me this 18<sup>th</sup> day of March, 1999, by Joyce Bailey.



Annette M. Miller  
MY COMMISSION # GC542692 EXPIRES  
June 27, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

Annette M. Miller  
Notary Public -- State of Florida

Print, Type or Stamp  
Commissioned Name of Notary Public

Personally Known ☒ OR Produced Identification

Type of Identification Produced

(SEAL)

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