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CARLTON FIELDS

Requestor's Name
Post Office Drawer 190
215 S. Monroe Street, Suite 500
Address
Debra Naughton
Tallahassee, Florida 32302 224-1585
City/State/Zip Phone #

Office Use Only

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

1. Edgerton/Filmore Investments, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy
☒ Certificate of Status

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
Name Availability	9/28/99
Document	
Examiner	Annual Report DCC
Updater	Fictitious Name DCC
Updater	Name Reservation
verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials

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ARTICLES OF ORGANIZATION
OF
EDGERTON/FILMORE INVESTMENTS, L.L.C.

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TALLAHASSEE, FLA.

The undersigned organizer, who is the authorized representative of the Members of EDGERTON/FILMORE INVESTMENTS, L.L.C., a Florida limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization (the "Articles").

ARTICLE 1. - NAME

The name of the Company is EDGERTON/FILMORE INVESTMENTS, L.L.C., a Florida limited liability company.

ARTICLE 2. - DURATION

The period of duration of the Company shall be perpetual, unless terminated earlier pursuant to the Company's Regulations (the "Regulations").

ARTICLE 3 - SINGLE PURPOSE

The Company's business and purpose shall consist solely of the acquisition and ownership of a General Partnership Interest (the "Interest") in a presently existing Florida General Partnership known as Hicks-Edgerton O.P. Partners (the "Partnership") which Partnership in turn has developed and presently owns the real estate project known as The Woods At Filmore, located in Clay County, Florida (the "Project") and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE 4 - TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity; and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property of all purposes.

ARTICLE 5 - SEPARATENESS AND OPERATIONS MATTERS

The Company shall conduct its business and operations in accordance with the following provisions:

- (a) maintain books and records and bank accounts separate from those of any other persons or entity if required to do so by good accounting practices;

- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then insure it will be shown as a separate member of such group in such returns and statements;
- (f) allocate and charge fairly and reasonably all common employee or overhead shared with any affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) correct any known misunderstanding as to its separate identity; and
- (l) not make loans or advances to any other person except in the normal course of business.

ARTICLE 6 - EFFECT OF BANKRUPTCY, DEATH OR INCOMPETENCY
OF A MEMBER

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or

conservator of any Company interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

ARTICLE 7. - POWER

The Company shall have all of the powers as are provided for the Act.

ARTICLE 8. - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is: 2215 River Boulevard, Jacksonville, Florida 32204.

ARTICLE 9. - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of The registered agent of the Company are William J. Deas, 2215 River Boulevard, Jacksonville, Florida 32204.

CLE 10. - INITIAL MEMBER

The initial Member of the Company shall be John S. Edgerton.

ARTICLE 11. - ADDITIONAL MEMBERS

The Members shall be entitled to admit additional Members upon the consent of the Managing Member. Following the consent of the Managing Member, any prospective Member shall become a Member upon payment of his, her, or its contribution to the capital of the Company and upon such prospective Member's agreement to comply with the Articles and the Regulations.

ARTICLE 12. - DISSOLUTION OF COMPANY

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member shall terminate the membership of that Member in the Company. Upon the occurrence of any such event or any other event that terminates the continued membership of a Member in the Company, the Company shall be dissolved unless all of the remaining Members consent to continue the existence of the Company.

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ARTICLE 13. - MANAGING MEMBER

The Management of the Company shall be vested in the Managing Member as set forth in the Regulations. The name and address of the initial Managing Member of the Company, who shall serve as the Managing Member of the Company until his successor is elected and qualified is as follows:

NAME:

ADDRESS:

John S. Edgerton

2215 River Boulevard

Jacksonville, Florida 32204

ARTICLE 14. - RETURN OF CAPITAL

No Member shall have the right to the return of its contribution to capital except as provided in the Regulations.

ARTICLE 15. - AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended by a majority vote of the Members of the Company.

ARTICLE 16. - REGULATIONS

Regulations of The Company shall be initially approved and adopted by a majority vote of the Members of the Company and may be subsequent amended by the Managing Member.

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles Of Organization as of the 27th day of April, 1999.

John S. Edgerton
John S. Edgerton

Organizer

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

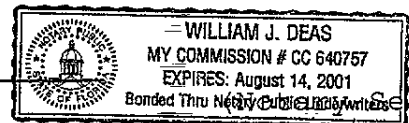
Before me, the undersigned authority, on this day personally appeared John S. Edgerton, the sole Member of Edgerton/Bilmore Investments, L.L.C., (the "Company"), who, being by me first duly sworn, deposes and says:

1. That the Company has at least one Member.
2. That the amount of cash contributed by the Members is \$500.00.
3. That there have been no contributions to the Company made by the Members other than cash contributions.
4. That the total amount of cash or property to be contributed by Members is presently anticipated to be \$500.00. This total includes amounts from Item 2 above.
5. That this Affidavit is made in accordance with F.S. 608.407(2).

John S. Edgerton
John S. Edgerton

Sworn to (or affirmed) and subscribed before
me this 27th day of April, 1999
by

(Signature of Notary Public)



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04/26/99

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for EDGERTON/FILMORE INVESTMENTS, L.L.C. at the place designated in the Articles of Organization, hereby accepts the appointment as Registered Agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties; and acknowledges that he is familiar with and accepts the obligations of his position as Registered Agent.



William J. Deas

Date: April 26, 1999

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LAW OFFICE

WILLIAM J. DEAS, P.A.
2215 RIVER BOULEVARD
JACKSONVILLE, FL 32204

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