

L99000002635

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Harbor ESCAPE, L.C.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File Cert

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 10 PM 12:05

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 6, 1999

CAPITAL CONNECTION, INC.

SUBJECT: HARBOR ESCAPE, L.C.
Ref. Number: W99000010682

We have received your document for HARBOR ESCAPE, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the company's MAILING address in addition to the PRINCIPAL address. If they are the same, insert a statement to that effect.,

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: 999A00024890

ARTICLES OF ORGANIZATION OF HARBOR ESCAPE, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

ARTICLE I**NAME**

The name of the limited liability company shall be Harbor Escape, L.C., and its principal place and of business and mailing address shall be at 151 Regions Way, Building 1, Suite A, Destin, Florida 32541, 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 II**PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

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MAY 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. To engage in the business of developing and reselling of real estate.
2. To engage in any other activity or business authorized under the Florida Statutes.

ARTICLES III

MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be, as follows:

<u>Member</u>	<u>Membership Interest</u>	<u>Capital Contributions</u>
Delys Dearmon	100%	\$100,000

Additional contributions may be made as required, as determined by a fifty-one percent (51%) vote of membership interests.

ARTICLE IV

PROFITS AND LOSSES

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

(b) **Losses.** All losses that occur in the operation of the limited

liability company business and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interest of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the this limited liability company shall be located at 151 Regions Way, Building 1, Suite A, Destin, Florida 32541.

ARTICLE VIII

MANAGEMENT

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgement;
- c. submitting a claim to arbitration;
- d. executing and delivering any debt instruments;
- e. conveying real or personal property of Harbor Escape, L.C.;
- f. pledging a member's membership interests to individuals or entities outside of Harbor Escape, L.C.;
- g. disposing of the goodwill of the company.

The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until his/her successor is elected and qualifies, is as follows:

Delys Dearmon 151 Regions Way, Building 1, Suite A, Destin, Florida 32541

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 151 Regions Way, Building 1, Suite A, City of Destin, County of Okaloosa, State of Florida, and the name of its initial registered agent at such address is Delys Dearmon.

ARTICLE X

RESTRICTION ON MEMBERSHIP

Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member interests in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members.

Upon the death, retirement, resignation expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company,
hereby certifies that the foregoing constitute the Articles of Organization for Harbor
Escape, L.C.

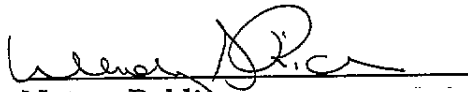
Executed by the undersigned on the 8th of March, 1999.


Delys Dearmon

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99 MAY 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF: Florida
COUNTY OF: Okaloosa

Before me, the undersigned authority, personally appeared Delys Dearmon, who
is personally known to me being first duly sworn, states that she executed the
foregoing instrument voluntarily and for the purposes therein stated this 8th day of
March, 1999.


Notary Public

My Commission Expires: _____

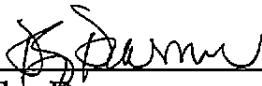


Wendy S. Rice
Commission # CC 781702
Expires OCT. 7, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 8th day of March, 1999.



Delys Dearmon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Harbor Escape, L.C. hereby deposes
and says:

- (1) the above named limited liability company has at least one member,
- (2) the total amount of cash contribution by the member is \$100,000.00;
- (3) the agreed value of property other than cash contributed by the member is none;
- (4) the total amount of cash or property anticipated to be contributed by member is \$100,000.00, which includes the amounts from (2) and (3) above.


Delys Dearmon

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MAY 10 PM 12:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF: Florida
COUNTY OF: Okaloosa

Before me, the undersigned authority, personally appeared Delys Dearmon, who is personally known to me being first duly sworn, states that she executed the foregoing instrument voluntarily and for the purposes therein stated this 8th day of March, 1999.


Notary Public

My Commission Expires: _____



Wendy S. Rice
Commission # CC 781702
Expires OCT. 7, 2002
BONDED THRU
ATLANTIC BONDING CO., INC