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May 4, 1999

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***337.50 ***337.50

Re: SOUTHERN TRADITION HOMEBUILDERS, L.L.C.

Gentlemen:

Enclosed please find original and one copy of Articles of Organization of Southern Tradition Homebuilders, L.L.C.. Check in the sum of \$337.50 is enclosed to cover the costs.

If you have any questions, please give me a call.

Sincerely yours,

Gerald L. Brown
for Gerald L. Brown

GLB:las
Enclosures

FILED
99 MAY -6 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Name	AL 510
Availability	
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Acknowledgement	
W. P. Verify	AL

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99 MAY -6 PM 5:00
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SOUTHERN TRADITION HOMEBUILDERS, L. 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 Southern Tradition Homebuilders, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 5733 Ridgefield Ct., Milton, Florida 32583.

ARTICLE III - DURATION

The company shall commence its existence on the date these 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 David F. Jewell, 5733 Ridgefield Ct., Milton, Florida 32583.

ARTICLE V - CAPITAL CONTRIBUTIONS

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

ARTICLE VIII - TERMINATION OF EXISTENCE

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 the members 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 names and addresses of the members of the company are:

NAME	ADDRESS
Luke N. Shows	828 Tullahoma Drive Auburn, Alabama 36830
David F. Jewell	5733 Ridgefield Ct. Milton, Florida 32583
Caryl A. Jewell	5733 Ridgefield Ct. Milton, Florida 32583

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99 MAY -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Pensacola, Florida, on this 22nd day of April, 1999.

Luke N. Shows
Luke N. Shows

David F. Jewell
David F. Jewell

Caryl A. Jewell
Caryl A. Jewell

FILED
69 MAY -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA
COUNTY OF Lee

Sworn to and subscribed before me this 22nd day of April, 1999, by Luke N. Shows who ☒ is personally known to me or who () has produced _____ as identification and who did not take an oath.

W. Harper CAPT. USN

STATE OF FLORIDA
COUNTY OF ESCAMBLA

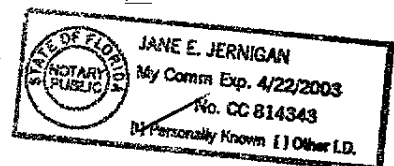
Sworn to and subscribed before me this 4th day of May, 1999, by David F. Jewell who ☒ is personally known to me or who () has produced _____ as identification and who did not take an oath.

David F. Jewell

STATE OF FLORIDA
COUNTY OF ESCAMBLA

Sworn to and subscribed before me this 4th day of May, 1999, by Caryl A. Jewell who ☒ is personally known to me or who () has produced _____ as identification and who did not take an oath.

Caryl A. Jewell
Jane E. Jernigan



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Southern Tradition Homebuilders, L. L.C., deposes and says:

1. The total amount of cash contributed by the member(s) is \$2,000.00.
2. No property other than cash shall be contributed by member(s).
3. The total amount of cash or property anticipated to be contributed by member(s) is \$2,000.00. This total includes amounts from 1 and 2 above.

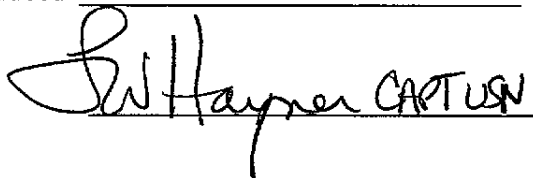
THE AFFLANT SAYS NOTHING FURTHER

Dated: April 22nd, 1999


Luke N. Shows

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 22nd day of April, 1999, by Luke N. Shows who ☒ is personally known to me or who () has produced _____ as identification and who did take an oath.


J. W. Hayner CAPT USN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Southern Tradition Homebuilders, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Caryl A. Jewell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

Luke N. Shows	\$1,000.00
David F. Jewell	\$500.00
Caryl A. Jewell	\$500.00

FILED

99 MAY -6 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA