



THE UNITED STATES  
CORPORATION  
COMPANY

L 99000003374

ACCOUNT NO. : 072100000032

REFERENCE : 269689 1299A

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pujat*

ORDER DATE : June 10, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 269689-005

CUSTOMER NO: 1299A

100002901031-10

CUSTOMER: Gary W. Huston, Esq  
CLARK PARTINGTON HART LARRY  
CLARK PARTINGTON HART LARRY  
Suite 800  
125 West Romana Street  
Pensacola, FL 32501

DOMESTIC FILING

NAME: ALLIED UNIKING BUILDERS, L.L.C

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

JUN 10 1999

**ARTICLES OF ORGANIZATION  
OF  
ALLIED UNIKING BUILDERS, L.L.C.**

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I (NAME)**

The name of this limited liability company is ALLIED UNIKING BUILDERS, L.L.C. (the "Company").

**ARTICLE II (DURATION)**

The Company shall have perpetual duration, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

**ARTICLE III (PURPOSE)**

The Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists and may hereafter be amended.

**ARTICLE IV (PRINCIPAL OFFICE AND REGISTERED AGENT)**

The street address and mailing address of the Company's initial principal office shall be 720 Bayou Dr., Destin, FL 32541. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine. The name of the initial registered agent

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of the Company shall be Gary W. Huston and the street address of the registered agent is 125 W. Romana, Suite 800, Pensacola, FL 32501.

#### **ARTICLE V (MANAGEMENT)**

The Company will be managed by one or more managers. Until the first annual meeting of members or until the initial managers' successors are elected and qualified, the initial managers' names and addresses are:

William J. Johnson, Jr.	Ken R. Anderson
720 Bayou Dr.	4750 Cromwell
Destin, FL 32541	Memphis, TN 38181

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#### **ARTICLE VI (LIMITATION OF MANAGERS' AUTHORITY)**

Without the written consent of all members, the managers (both individually and collectively) shall have no power or authority to act on behalf of or to bind the limited liability company in regard to any one or more of the following actions:

- (a) selling, otherwise disposing of, or mortgaging or otherwise voluntarily encumbering all or any of the limited liability company's property, including but not limited to the granting of options and rights of first refusal;
- (b) borrowing money or otherwise incurring indebtedness in an amount in excess of \$2,500;
- (c) lending money to, or guaranteeing the debts or other obligations of, any person (including but not limited to a member or a manager);
- (d) rezoning or subdividing property owned by the limited liability company;
- (e) acquiring any real property, whether improved or unimproved, or any interest in real property;
- (f) admitting an additional member or changing the percentage interest of any member;
- (g) dissolving, liquidating and winding up the affairs of the limited liability company; or

- (h) filing suit, settling, confessing judgment, or dismissing litigation, by or against the limited liability company.

**ARTICLE VII (MEMBERS)**

The names and addresses of the initial members are as follows:

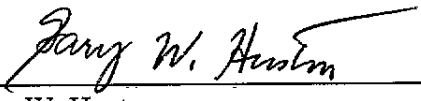
William J. Johnson, Jr.	Ken R. Anderson
720 Bayou Dr.	4750 Cromwell
Destin, FL 32541	Memphis, TN 38181

Additional members may be admitted, at such times and on such terms and conditions as determined by a majority in interest (or such greater percentage as may be specified from time to time in the Company's Operating Agreement or regulations) of the members.

**ARTICLE VII (CONTINUATION)**

The Company shall not be dissolved but instead shall continue notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event terminating membership in the Company; however, in any such event, a majority in interest of the remaining members (or such greater percentage as may be specified from time to time in the Company's Operating Agreement or regulations) shall have the right upon the occurrence of any such event to elect to dissolve the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed the foregoing Articles of Organization on this 9<sup>th</sup> day of June, 1999.

  
\_\_\_\_\_  
Gary W. Huston  
Authorized Representative of a Member

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STATE OF FLORIDA  
COUNTY OF ESCAMBIA

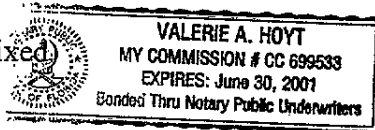
The foregoing instrument was acknowledged before me this 9th day of June, 1999,  
by Gary W. Huston, who did not take an oath, who stated that he executed the foregoing  
instrument as the authorized representative of a member of the limited liability company, and  
who:

       is/are personally known to me.

☒ produced current Florida driver's license as identification.

       produced                                  as identification.

(Notary Seal Must be Affixed)



Valerie A. Hoyt  
Notary Public

Valerie A. Hoyt  
Name of Notary Printed  
My Commission Expires: 6-30-2001  
Commission Number: CC 699533

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted: That ALLIED UNIKING BUILDERS, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 720 Bayou Dr., Destin, FL 32541, has named Gary W. Huston, whose business address is 125 W. Romana, Suite 800, Pensacola, FL 32501, as its agent to accept service of process within Florida.

**ALLIED UNIKING BUILDERS, L.L.C.**

By: *Gary W. Huston*  
Gary W. Huston  
Authorized Representative of a Member

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with and accept the obligations of my position as registered agent and I agree to act in that position. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

June 9, 1999

*Gary W. Huston*  
Gary W. Huston, Registered Agent

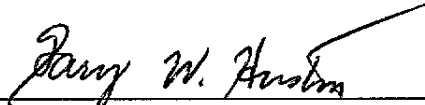
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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ALLIED UNIKING BUILDERS, L.L.C. certifies:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by the member(s) is: \$ 50,000.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is: \$ 8,820.00  
(A description of the property is attached and made a part hereto.) and  
*Tools and general contractor's license, to the extent assignable*
- 4) The total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$ 58,820.00

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Gary W. Huston, Authorized Representative of Member

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