

# L99000003409

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Division of Corporations  
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## LIMITED LIABILITY COMPANY

Harbor Pointe L.L.C.

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 10, 1999

BARRON, REDDING, HUGHES, FITE

SUBJECT: HARBOR POINTE L.L.C.  
REF: W99000013593

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Article X refers to INCORPORATOR, limited liability companies have members, not incorporators.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION  
OF  
ST. ANDREWS HARBOR POINTE L.L.C.,  
a Florida limited liability company**

The undersigned 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 liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be St. Andrews Harbor Pointe L.L.C., and the principal office and street address of the company shall be 3001 W. 10th Street, Panama City, Florida, 32401, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop any and all parcels of real and personal property, any or all of the business, good will, rights, assets, and liabilities of any person, firm, association; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

THIS INSTRUMENT PREPARED BY:  
J. Robert Hughes, Esq.  
Florida Bar No. 0111806  
Barron, Redding, Hughes, Fite,  
Bassett, Fenson & Sanborn, P.A.  
220 McKenzie Avenue  
Panama City, Florida 32401  
(850) 785-7454

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause, shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLES III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and 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 may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLES IV

## MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Robert H. Latimer  
1025 Cedar Hill Road  
Knoxville, Tennessee 37919

Stephan R. Wilson  
3818 Mariner Dr.  
Panama City Beach, Florida 32407

George E. Wilson, Jr.  
3818 Mariner Dr.  
Panama City Beach, Florida 32407

Monika Mallick  
3001 W. 10th St.  
Panama City, Florida 32401

ARTICLE V

## MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 on unanimous consent of the remaining members.

ARTICLE VI

## CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$40,000.00 cash shall be paid to the limited liability company by the four (4) members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in shares which are proportionate to their ownership interests.

ARTICLE VII

## PROFITS AND LOSSES

(a) Profit Sharing. 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 distributive share of the profits specified as follows:

Robert Latimer:	40%
Stephan R. Wilson:	15%
George E. Wilson, Jr.:	20%
Monika Mallick:	25%

The distributive share of the profits shall be determined and paid to the members at such times as they shall determine.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as follows:

Robert Latimer:	40%
Stephan R. Wilson:	15%
George E. Wilson, Jr.:	20%
Monika Mallick:	25%

#### ARTICLE VIII

##### DURATION

This limited liability company shall exist until 2020, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3001 W. 10th Street (street address), City of Panama City, County of Bay, State of Florida, and the name of the company's initial registered agent at that address is Monika Mallick.

[signatures on following page]

Fax Audit No. H99 000014058

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Harbor Pointe L.L.C.

St. Andrews

Executed by the undersigned at Panama City, Bay County, Florida, on the 9th day of June, 1999.

## MEMBERS:

R. H. Latimer  
Robert H. Latimer

Stephan R. Wilson  
Stephan R. Wilson

George E. Wilson, Jr.  
George E. Wilson, Jr.

Monika Mallick  
Monika Mallick

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of June, 1999, by Robert H. Latimer, who: (notary must check applicable box)

- ☐ is personally known to me.  
☒ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

(SEAL)



Carol Lynn Grissett

(Print Name)

Notary Public

Commission # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

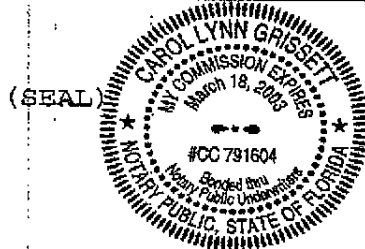
[acknowledgements continued on following page]

Fax Audit No. H99 000014058

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of June, 1999, by Stephan R. Wilson, who: (notary must check applicable box)

- ☐ is personally known to me.  
☒ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.



Carol Lynn Grissett

(Print Name)

Notary Public

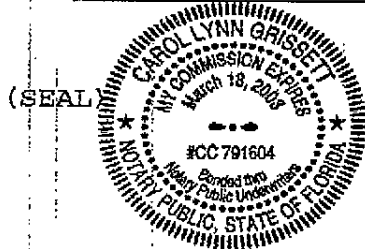
Commission # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of June, 1999, by George E. Wilson, Jr., who: (notary must check applicable box)

- ☐ is personally known to me.  
☒ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.



Carol Lynn Grissett

(Print Name)

Notary Public

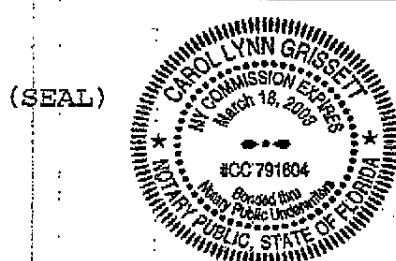
Commission # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 10th day of June, 1999, by Monika Mallick, who: (notary must check applicable box)

- ☐ is personally known to me.  
☒ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.



Carol Lynn Grissett

(Print Name)

Notary Public

Commission # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



Fax Audit No. H99000014058

## STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT

OF  
ST. ANDREWS  
HARBOR POINTE L.L.C.,  
a limited liability company

State of Florida  
County of Bay

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is St. Andrews Harbor Pointe L.L.C.

The name of the registered agent for St. Andrews Harbor Pointe L.L.C., is Monika Mallick, and the street address of the company's principal office where the agent is located is 3001 W. 10th, Panama City, Florida, 32401.

This statement is to acknowledge that, as indicated above, St. Andrews Harbor Pointe L.L.C., has appointed me, Monika Mallick as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 10<sup>th</sup> day of June, 1999.

Monika Mallick

Monika Mallick  
Registered Agent

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of June, 1999, by Monika Mallick, agent on behalf of Harbor Pointe L.L.C., a limited liability company. She is personally known to me or has produced Florida Drivers License as identification. \*St. Andrews

(seal)



Carol Lynn Grissett  
Notary Public

Fax Audit No. H99000014058

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA;  
COUNTY OF BAY.

After first being duly sworn, and in compliance with Florida Statutes §608.407(2), ROBERT H. LATIMER, ("Affiant"), hereby swears and attests as follows:

1. That he is sui juris, competent to testify and has personal knowledge of the contents of this Affidavit.

2. That St. Andrews Harbor Pointe L.L.C. has at least two (2) Members, whose names and addresses are as follows:

Robert H. Latimer  
1025 Cedar Hill Road  
Knoxville, Tennessee 37919

Stephan R. Wilson  
3813 Mariner Dr.  
Panama City Beach, Florida 32407

George E. Wilson, Jr.  
3813 Mariner Dr.  
Panama City Beach, Florida 32407

Monika Mallick  
3001 W. 10th St.  
Panama City, Florida 32401

3. The amount of cash which has been contributed by the initial Members to the Company is as follows:

Robert H. Latimer	40% of \$40,000.00 = \$16,000.00
Stephan R. Wilson	15% of 40,000.00 = 6,000.00
George E. Wilson, Jr.	20% of 40,000.00 = 8,000.00
Monika Mallick	25% of 40,000.00 = 10,000.00

There is no agreed-upon property other than cash being contributed by the Members. There is no further cash or property to be contributed by the Members.

Further Affiant sayeth not.

  
Robert H. Latimer

06-11-1999 09:39AM FROM BARRON & REDDING

TO 18509224003 P.11

Fax Audit No. H99000014058

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing was acknowledged before me this 10<sup>th</sup> day of June, 1999, by ROBERT H. LATIMER, who: (notary must check applicable box)

- ☐ is personally known to me.  
☒ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

(SEAL)



Carol Lynn Grissett

(Print Name)

Notary Public

Serial # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

Fax Audit No. H99000014058