L99000003494

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 272880 11919A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : June 14, 1999

ORDER TIME : 10:27 AM

ORDER NO. : 272880-005

CUSTOMER NO: 11919A

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-06/14/99--01074--014
****285.00 ****285.00

CUSTOMER: Chester J. Trow, Esq
CHESTER J. TROW, P.A. TROW
CHESTER J. TROW, P.A. TROW
Suite 303
1 Ne First Avenue
Ocala, FL 34470

FILED
99 JUN 14 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: A & M INVESTMENTS OF FLORIDA, LLC

EFFECTIVE DATE:

(1) ~~name not available~~

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
99 JUN 14 AM 11: 28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifyer	DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

L99000003494

W99000013810

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 1999

JEANINE REYNOLDS
CSC
TALLAHASSEE, FL 32301

SUBJECT: A & M INVESTMENTS OF FLORIDA, LLC
Ref. Number: W99000013810

We have received your document for A & M INVESTMENTS OF FLORIDA, LLC and your check(s) totaling $285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all apprpriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 099A00031910

ARTICLES OF ORGANIZATION OF
WESTERN/SOUTHERN DEVELOPERS, LLC

ARTICLE I - NAME

1.1 The name of this entity is WESTERN/SOUTHERN DEVELOPERS, LLC.

1.2 The street address of the principal office of the WESTERN/SOUTHERN DEVELOPERS, LLC is 3019 SW 27th Avenue, Suite 102, Ocala, Florida, 34474; and the mailing address is the same.

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ARTICLE II - DURATION

2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441(1), Florida Statutes.

ARTICLE III - PURPOSE

3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

ARTICLE IV - MANAGEMENT

4.1 This Limited Liability Company shall be managed by or under the authority of its members whose name and addresses are as follows:

Robert Clayton Albright, 320 NW Third Avenue, Ocala, FL 34475.

Ben G. McLauchlin, 3019 SW 27th Avenue, Suite 102, Ocala, FL 34474.

The affidavit required by Section 608.407(2), Florida Statutes, is attached hereto as Exhibit "A".

4.2 The Regulations may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Regulations. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members. Initially, the members shall be in a single class.

All matters of Limited Liability Company management shall be determined by a majority vote of the members.

Except as expressly provided in the Regulations, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

ARTICLE V - INITIAL REGISTERED OFFICE

5.1 The street address of the initial registered office of the Limited Liability Company is 1 NE First Avenue, Suite 303, Ocala, Florida, 34470.

ARTICLE VI - OWNERSHIP INTEREST / TRANSFERABILITY

6.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Regulations. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of $10.00 payable to the Limited Liability

Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and Social Security number.

VII - LIMITED LIABILITY

7.1 Except as and to the extent the Regulations specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of this Article or the Regulations shall be prospective only, and shall not adversely affect any limitation of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

VIII - DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Section 608.441(1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(1) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Regulations. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE IX - CONFLICTS

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE

10.1 The name of the initial registered agent of this Limited Liability Company is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

11.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Regulations.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 11th day of June, 1999.

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99 JUN 14 PM 4:25

MEMBERS:

BEN G. MCLAUCHLIN
Address: 3019 SW 27th Avenue
Suite 102
Ocala, FL 34474

ROBERT CLAYTON ALBRIGHT
Address: 320 NW Third Avenue
Ocala, FL 34475

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 10 day of June, 1999, by BEN G. MCLAUCHLIN. Such person: *(notary must check applicable box)*

☒ is personally known to me.

❐ produced a current Florida Driver's License as identification.

❐ produced ____________________ as identification.

❐ sworn to or affirmed and subscribed before the undersigned notary.

Notary Public
State of Florida, at Large
My commission expires:

DANIELLE H. COMBS
Notary Public - State of Florida
My Commission Expires Nov 18, 2002
Commission # CC788990

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 10 day of June, 1999, by ROBERT CLAYTON ALBRIGHT. Such person: *(notary must check applicable box)*

☒ is personally known to me.

❐ produced a current Florida Driver's License as identification.

❐ produced ____________________ as identification.

❐ sworn to or affirmed and subscribed before the undersigned notary.

Notary Public
State of Florida, at Large
My commission expires:

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DANIELLE H. COMBS
Notary Public - State of Florida
My Commission Expires Nov 18, 2002
Commission # CC788990

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of Sections 608.415 and 608.416, Florida Statutes, relative to keeping open said office. I am familiar with and accept the obligations of registered agent for A & M Investments of Florida, Limited Liability Company.

DATED this 18 day of June, 1999.

Chester J. Trow
(Registered Agent)

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99 JUN 14 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT UNDER SECTION 608.407(2), FLORIDA STATUTES

The undersigned being duly sworn says on oath as follows:

1. He is BEN G. MCLAUCHLIN, and this Affidavit is made of facts within his personal knowledge.

2. WESTERN/SOUTHERN DEVELOPERS, LLC has at least two members. A description of and agreed value of property other than cash and the cash anticipated to be contributed by the members is $ 100.00.

FILED
99 JUN 14 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEN G. MCLAUCHLIN

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 10 day of June, 1999, by BEN G. MCLAUCHLIN. Such person: *(notary must check applicable box)*

☒ is personally known to me.

☐ produced a current Florida Driver's License as identification.

☐ produced ______________________ as identification.

☐ sworn to or affirmed and subscribed before the undersigned notary.

Notary Public
State of Florida, at Large
My commission expires:

DANIELLE H. COMBS
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