



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 298574 81034A

AUTHORIZATION :

*Patricia Pizitz*

COST LIMIT : \$ 285.00

ORDER DATE : July 7, 1999

ORDER TIME : 11:22 AM

ORDER NO. : 298574-005

CUSTOMER NO: 81034A

300002925153--2

CUSTOMER: Michael W. Mead, Esq  
MICHAEL WM. MEAD, ESQ  
MICHAEL WM. MEAD, ESQ  
P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: WATERSIDE DEVELOPMENT OF  
WALTON COUNTY, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

7/7/99 XX CERTIFIED COPY  
Availability        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

Document CONTACT PERSON: Jeanine Reynolds  
Examiner DCC

Updater DCC

Updater  
Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL -7 PM 12:00

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL -7 PM 12:08

RECEIVED

① mailing address

② RA acceptance

W99000015641

L99000004093



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 7, 1999

JEANINE REYNOLDS  
CSC  
TALLAHASSEE, FL 32301

SUBJECT: WATERSIDE DEVELOPMENT OF WALTON COUNTY, L.L.C.  
Ref. Number: W99000015641

We have received your document for WATERSIDE DEVELOPMENT OF WALTON COUNTY, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

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

The registered agent must sign accepting the designation.

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: 299A00035261

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

ARTICLES OF INCORPORATION

OF

WATERSIDE DEVELOPMENT OF WALTON COUNTY, L.L.C.

FILED  
JUL -7 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the limited liability company shall be WATERSIDE DEVELOPMENT OF WALTON COUNTY, L.L.C., and its principal place of business shall be 107 Woodward Street, in the City of Destin, County of Walton, State of 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:

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 herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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 thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### Capital Contributions

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership. There are two (2) members whose interest in the limited liability company total One Hundred Percent (100%).

### 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 an equal distributive share of the profits specified as follows:

<u>CONTRIBUTIONS</u>		<u>MEMBER</u>	<u>PERCENTAGE</u>
<u>CASH</u>	<u>SERVICES</u>		
\$ 600.00	<u>N/A</u>	FREDRICK Wm. BURGER	80%
\$ 150.00	<u>N/A</u>	JAMES P. BENSON	20%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company or periodically as determined by the managing member FREDRICK Wm. BURGER.

(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.

(C) The maximum capital required by any of the members is limited to that sum of money set forth in Paragraph "A" above. No additional contribution of cash or services is required.

(D) The members agree at the present time that no addition contributions will be made by all members.

(E) Additional members may be added upon the consent of all then existing members.

(F) In the event of death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company the remaining members shall be allowed to continue the business of the limited liability company.

#### ARTICLE V

##### Limited Liability Company 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 subject, however, to the provisions of Article VIII. 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.

#### ARTICLE VI

##### Duration

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

#### ARTICLE VII

##### Principal Place of Business

The principal office of this limited liability company shall be located at 107 Woodward Street, in the City of Destin, County of Walton, State of Florida 32541. The Mailing address shall be the same as above.

#### ARTICLE VIII

##### Management

Management of this limited liability company is reserved unto the following member which shall have exclusive control over the conduct and affairs of this limited liability company:

FREDRICK Wm. BURGER  
107 Woodward Street  
Destin, Florida 32541

#### ARTICLE IX

##### Initial Registered Office and Registered Agent

The address of the initial principal office of the limited liability company is 107 Woodward Street, City of Destin, County of Walton, State of Florida 32541, and the name of its initial registered agent at such address is FREDRICK Wm. BURGER.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of WATERSIDE DEVELOPMENT OF WALTON COUNTY, L.L.C.

EXECUTED BY THE UNDERSIGNED ON THE DATE INDICATED.

FREDRICK Wm. BURGER

7/6/99  
Date signed

JAMES P. BENSON

7-16-99  
Date signed

FILED  
99 JUL -7 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

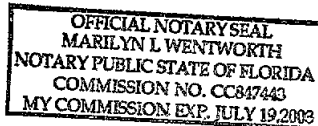
STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me  
this 6<sup>th</sup> day of July, 1999, by Fredrick Wm Burger,

       who is personally known to me, or  
X who has produced Florida Driver's License  
as identification.

Marilyn L. Wentworth  
Notary Public  
My Commission Expires:

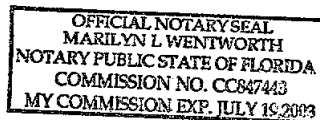
STATE OF FLORIDA  
COUNTY OF OKALOOSA



The foregoing instrument was acknowledged before me  
this 6<sup>th</sup> day of July, 1999, by James P. Benson,

       who is personally known to me, or  
X who has produced Florida Driver's License  
as identification.

Marilyn L. Wentworth  
Notary Public  
My Commission Expires:





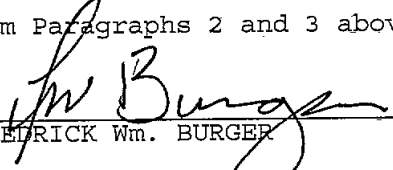
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF OKALOOSA

FILED  
99 JUL -7 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

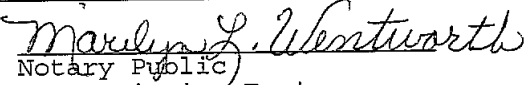
In compliance with Florida Statute 608.407(2), the undersigned member of WATERSIDE DEVELOPMENT OF WALTON COUNTY, L.L.C., deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is \$750.00.
3. The agreed value of property other than cash contributed by the members is none.
4. The total amount of cash or property anticipated to be contributed by the members is \$750.00. This total includes the amounts from Paragraphs 2 and 3 above.

  
FREDRICK Wm. BURGER

The foregoing instrument was acknowledged before me this 6th day of July, 1999, by Fredrick Wm. Burger, on behalf of Waterside Development of Walton County, L.L.C., a limited liability company,

\_\_\_\_ who is personally known to me, or  
XX who produced Florida Driver's License as identification.

  
Marilyn L. Wentworth  
Notary Public

My Commission Expires:

(aff\waterside.aff\mw)

MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P. O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32549-1329

OFFICIAL NOTARY SEAL  
MARILYN L WENTWORTH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC647443  
MY COMMISSION EXP. JULY 19, 2003

STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED  
99 JUL -7 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: WATERSIDE DEVELOPMENT OF WALTON COUNTY, L.L.C.  
desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 107 Woodward Street, Destin, Florida 32541, has named FREDRICK Wm. BURGER, located at 107 Woodward Street, Destin, Walton County, Florida 32541 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
FREDRICK Wm. BURGER

(corp\watersid.ra\mw)