

L 99 000004156

LAW OFFICES OF L. BYRON REID, CHARTERED

105 Harrison Avenue  
P. O. Box 607 (32402)  
Panama City, Florida 32401

Telephone: (850) 913-8800

June 1, 1999

Facsimile: (850) 784-0012

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

IN RE: COPA PROPERTIES, L.L.C.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation, Affidavit of Membership and Contribution and Statement of Designating Resident Agent and Office for Copa Properties, L.L.C. Also enclosed is our check number 3046 in the amount of 78.75, which covers filing fees, registered agent designation and one certified copy.

A self addressed, stamped envelope is enclosed for your convenience in providing the requested certified copy.

Thank you for your attention to this matter.

Sincerely,

LAW OFFICES OF L. BYRON REID, CHARTERED

*Margie Atkinson*

Margie Atkinson  
Legal Assistant

/mna

L99-4156

Name	<i>AL</i>
Availability	<i>7-12</i>
Document Examiner	<i>AL</i>
Updater	<i>AL</i>
Updater Verifier	<i>AL</i>
Acting Secretary	<i>AL</i>

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E-Mail: byronreid@i-1.net



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

June 9, 1999

MARGIE ATKINSON  
LAW OFFICES OF L. BYRON REID  
P.O. BOX 607  
PANAMA CITY, FL 32401

SUBJECT: COPA PROPERTIES, L.L.C.  
Ref. Number: W99000013452

We have received your document for COPA PROPERTIES, L.L.C. and check(s) totaling \$78.75 of which \$78.75 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$206.25 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 899A00031186

FILED  
09 JUN 28 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COPA PROPERTIES, L. L. C.

FILED  
99 JUN 28 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 *and mailing address*

The name of the limited liability company shall be COPA PROPERTIES, L.L.C., and its principal office shall be located at 1212 Beck Avenue, Panama City, County of Bay, State of Florida, 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 purposes and powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business 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, 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 these 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, 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, 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 objectives, 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.

### ARTICLE 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 THOMAS E. NEESE AND GLENDA M. NEESE, the members of this limited liability company. These Articles may be amended from time to time in the regulation of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

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

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29 JUN 28 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THOMAS E. NEESE

1212 BECK AVENUE  
PANAMA CITY, FL 32401

GLEND A E. NEESE

1212 BECK AVENUE  
PANAMA CITY, FL 32401

## ARTICLE V

### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions are required of new members by unanimous consent. The 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 the 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 by unanimous consent of the remaining members.

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$10.00 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## 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 an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members as of December 31<sup>st</sup> of each year.

(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 from the business, or, if those sources are insufficient to cover such losses, by the members in equal shares.

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SECRETARY OF STATE  
TAMPA, FLORIDA

## ARTICLE VIII

### DURATION

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

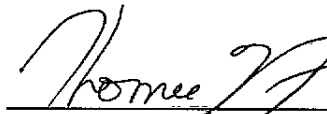
## ARTICLE IX

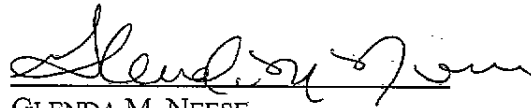
### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1212 Beck Avenue, Panama City, Bay County, Florida 32401, and the name of the company's initial registered agent is L. BYRON REID, ESQUIRE, LAW OFFICES OF L. BYRON REID, CHARTERED, 109 Harrison Avenue, Panama City, FL 32401.

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

Executed by the undersigned on this 3~~7~~ day of May, 1999.

  
THOMAS E. NEESE

  
GLENDA M. NEESE

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59 JUN 28 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

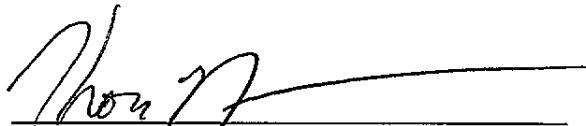
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

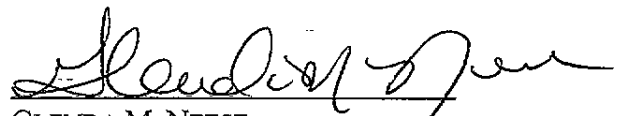
**STATE OF FLORIDA**

**COUNTY OF BAY**

**In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of Copa Properties, L.L.C., deposes and says:**

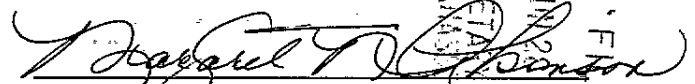
1. The limited liability company identified above has a least one, (1), member.
2. The total amount of cash contributions by the members is TWENTY AND NO/100 DOLLARS, (\$20.00).
3. If any, the agreed value of property other than cash contributed by the members is THREE HUNDRED FIFTEEN THOUSAND AND NO/100, (\$315,000.00). A description of the property is attached as Exhibit "A" and made a part of this Affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is THREE HUNDRED FIFTEEN THOUSAND AND TWENTY DOLLARS, (\$315,020.00). This total includes amounts from items two and three above.

  
THOMAS E. NEESE

  
GLENDA M. NEESE

**I HEREBY CERTIFY** that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Thomas E. Neese and Glenda M. Neese, who are personally known to me to be the persons described in and who executed the foregoing instrument ~~or who produced \_\_\_\_\_ as identification,~~ and who, after having taken an oath, acknowledged before me the execution of same.

**WITNESS MY HAND AND SEAL** in the County and State aforesaid this 30th day of May, 1999.

  
Notary Public, State of Florida  
Margaret N. Atkinson  
Printed Name of Notary

SECRETARY OF STATE  
JUN 2 1999  
PM 5:00  
FED

EXHIBIT A

Parcel 1

Begin seven (7) chains and fifty (50) links East of SW corner of Section 36, Township 5 North, Range 11 West, go North eight (8) chains and sixty-seven (67) links to center of Old Marianna and Cottondale Road; thence East along said road three (3) chains and forty (40) links; thence South nine (9) chains and twenty-four (24) links; thence West three (3) chains and forty (40) links to Point of Beginning. Same being Lot 3, containing three (3) acres in Section 36, Township 5 North, Range 11 West.

Parcel 2

Beginning at the NE corner of SW $\frac{1}{4}$  of SW $\frac{1}{4}$  of Section 36, Township 5 North, Range 11 West running West 533 feet to Point of Beginning; thence South 796 feet; thence West 239 feet; thence North 796 feet; thence East 239 feet to Point of Beginning, containing four (4) acres, more or less.

Parcel 3

Commence at point where North right-of-way line of U.S. 90 (SR 10) intersects the West boundary line of Section 36, Township 5 North, Range 11 West, and run East along said right-of-way line 536.5 feet for Point of Beginning; thence run North 560 feet to center line of Old Marianna and Cottondale Road; thence East along said center line 13 feet; then south 560 feet, more or less, to North right-of-way line of U.S. 90 (SR 10); thence West 13 feet to Point of Beginning; being in the SW $\frac{1}{4}$  of SW $\frac{1}{4}$ , Section 36, Township 5 North, Range 11 West.

Together with all and singular the tenements, hereditaments and appurtenances thereto.

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69 JUN 28 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STATEMENT OF DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

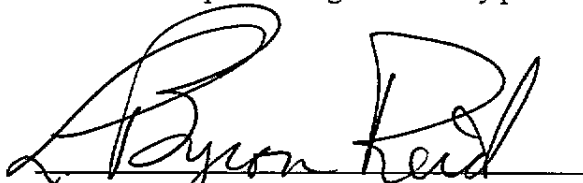
COUNTY OF BAY

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 COPA PROPERTIES, L.L.C.

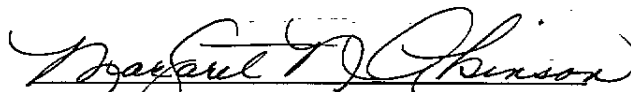
The name of the registered agent for Copa Properties, L.L.C., is L. Byron Reid, Esquire, and the street address of the company principal office where the agent is located is 109 Harrison Avenue, Panama City, FL 32401.

This statement is to acknowledge that, as identified above, Copa Properties, L.L.C., has appointed L. Byron Reid, Esquire, as its registered agent to accept service of process for the company at the place designated above. 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.

  
L. Byron Reid, Esquire

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared L. Byron Reid, Esquire, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced \_\_\_\_\_ as identification, and who, after taking an oath, acknowledged before me the execution of same.

WITNESS MY HAND AND SEAL in the County and State aforesaid this 30<sup>th</sup> day of May, 1999.

  
Notary Public, State of Florida

Margaret N. Atkinson  
Printed Name of Notary

FILED  
09 JUN 28 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA