



THE UNITED STATES  
CORPORATION  
COMPANY

L99000004225

ACCOUNT NO. : 072100000032

REFERENCE : 304825 7131731

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pzyt*

ORDER DATE : July 13, 1999

ORDER TIME : 10:32 AM

ORDER NO. : 304825-005

CUSTOMER NO: 7131731

800002929978--3

CUSTOMER: Melissa Johnson, Esq  
CLARK PARTINGTON HART LARRY  
CLARK PARTINGTON HART LARRY  
151 Regions Way, Suite 6a

Destin, FL 32541

DOMESTIC FILING

NAME: GRANDE LAGOON VENTURES, 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:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 13 PM 2:59

FILED

99 JUL 13 AM 11:25

RECEIVED

*SL*  
*7-13-99*

**ARTICLES OF ORGANIZATION OF  
GRANDE LAGOON VENTURES, L.L.C.**

The undersigned, WINGATE ENTERPRISES OF NORTH FLORIDA, INC., a Florida corporation, and THE POPE COMPANY, a Florida corporation, through Alvin A. Wingate and William A. Pope, III, their respective presidents, hereby present these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

**ARTICLE I**

The name of the limited liability company is:

GRANDE LAGOON VENTURES, L.L.C.

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The mailing address and street address of the principal office of the limited liability company is c/o William A. Pope, III, 10065 Emerald Coast Parkway, Suite C-3, Destin, FL 32541.

**ARTICLE III - PURPOSES AND POWERS**

This limited liability company (the "Company") is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

**ARTICLE IV - TERM OF EXISTENCE**

The Company shall have a perpetual existence.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Company shall be 10901 Gulf Beach Highway, Pensacola, FL 32507, and the name of the initial registered agent of the Company at that address is Alvin A. Wingate.

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## **ARTICLE VI - MANAGEMENT**

The Company shall be managed by the members. The name and address of the initial members (the "Members") of the Company are:

Wingate Enterprises of North Florida, Inc.  
10901 Gulf Beach Highway  
Pensacola, FL 32507

The Pope Company, Inc., a Florida corporation  
10065 Emerald Coast Parkway, Suite C-3  
Destin, FL 32541

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## **ARTICLE VII - CAPITAL CONTRIBUTIONS**

Capital contributions totaling ONE THOUSAND and No/100 Dollars (\$1,000.00) shall be contributed to the Company by the initial members as of its formation.

## **ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS**

Except where a Member has received a bona fide offer to purchase a Member's Membership Interest, the offer has been offered to the other Members of the Company, and the Members declined to purchase the Membership Interest on the terms offered by the third party, the decision to admit a new Member into this company, or to allow a Member to sell, assign, gratuitously transfer, devise or otherwise transfer (with or without consideration) its Membership Interest shall require the consent of Members owning more than fifty percent of the Profits Interests of the company. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

## **ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS**

The term of the business shall be that set forth in Article IV herein, and it shall not be affected by 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 Company.

**ARTICLE X - RESTRICTION ON MEMBERSHIP**

A member's interest in the Company is subject to the restrictions set forth in Article VIII above.

**ARTICLE XI - COMMENCEMENT OF EXISTENCE**

The date for commencement of the Company's existence shall be the date these Articles are filed.

**ARTICLE XII - AMENDMENT**

The Company reserves the right to amend these Articles of Organization or any amendment thereto from time to time by the members in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned Members executed these Articles of Organization on the date set forth below.

MEMBERS:

WINGATE ENTERPRISES OF NORTH  
FLORIDA, INC.



By: ALVIN A. WINGATE  
Its: President

Date: July 1<sup>st</sup>, 1999

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TALLAHASSEE, FLORIDA

THE POPE COMPANY

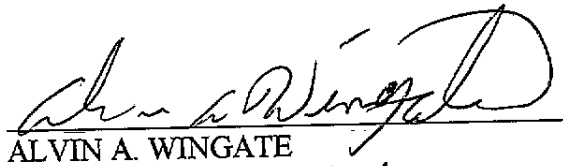


By: WILLIAM A. POPE, III  
Its: President

Date: July 1, 1999

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of GRANDE LAGOON VENTURES, L.L.C. Further, I am familiar with and accept the duties and obligations of such designation.



ALVIN A. WINGATE

Date: July 1st, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF OKALOOSA )

AFFIDAVIT

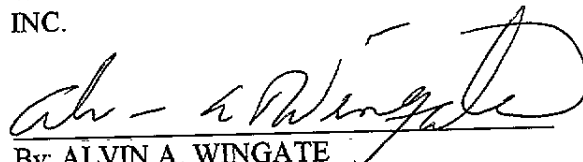
BEFORE ME, the undersigned, personally appeared WINGATE ENTERPRISES OF NORTH FLORIDA, INC., member of GRADE LAGOON VENTURES, L.L.C., a Florida limited liability company (the "Company"), by and through its president, ALVIN A. WINGATE, who upon being duly sworn, certified as follows:

1. The Company has at least one (1) member.
2. The total actual amount of cash contributed by the members as of the date of formation of the Company is ONE THOUSAND and No/100 Dollars (\$1,000.00).
3. No other property has been contributed to the Company as of formation.
4. The members do not anticipate making additional capital contributions to the Company.
5. The total amount of all contributions referred to herein is ONE THOUSAND and No/100 Dollars (\$1,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

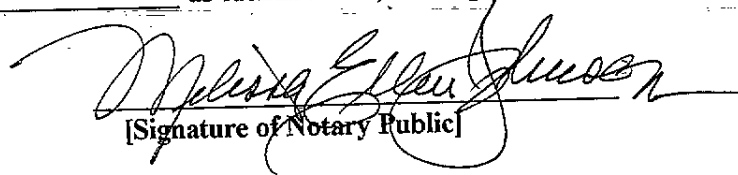
MEMBER:  
WINGATE ENTERPRISES OF NORTH FLORIDA,  
INC.

  
By: ALVIN A. WINGATE  
Its: President

SWORN TO AND SUBSCRIBED before me this 1<sup>st</sup> day of July, 1999, by Wingate Enterprises of North Florida, Inc., through its president, Alvin A. Wingate, who ( ) is personally known to me, or ( ) has produced \_\_\_\_\_ as identification, bearing identification number \_\_\_\_\_



MELISSA ELLEN JOHNSON  
My Commission Expires  
FEBRUARY 18, 2001  
CC623097

  
[Signature of Notary Public]

[Print, Type, or Stamp Name of Notary Public]

[NOTARIAL SEAL]

Commission Number: CC623097  
My Commission Expires: