

# L99000004522

Florida Department of State  
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## LIMITED LIABILITY COMPANY

The Swamp, L. L. C.

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Prepared by  
James W. Grimsley  
Smith, Grimsley, Bauman, Pinkerton,  
Petermann & Wells  
P. O. Box 2379  
Fort Walton Beach, FL 32549

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**ARTICLES OF ORGANIZATION  
OF  
THE SWAMP, L. L. C.**

**ARTICLE I  
Name**

The name of the limited liability company shall be **THE SWAMP, L. L. C.** The principal place of business of the company and mailing address in Florida shall be: 225 Main Street, Suite 11, Destin, FL 32541.

**ARTICLE II  
Duration**

The company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and shall exist perpetually unless the company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III  
Purposes and Powers**

The general purpose for which the company is organized is to build and operate a ~~nightclub and to transact any lawful business for which a limited liability company may be~~ organized under the laws of the State of Florida. The company shall have the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV  
Registered Office and Agent**

The name and street address of the registered agent of the company in the State of Florida is James W. Grimsley, 25 Walter Martin Road, NE, Fort Walton Beach, Florida 32548.

**ARTICLE V  
Capital Contribution**

The members of the company shall contribute to the capital of the company the cash or property set forth as follows:

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**ARTICLE VI**  
**Additional Capital Contributions**

Any member shall make contributions but only upon the unanimous consent of all the members.

**ARTICLE VII**  
**Termination of Existence (Continuity of Life)**

The company shall continue its existence notwithstanding the death, interdiction, retirement, withdrawal, expulsion or bankruptcy of one or more of the members, even if such member holds an interest exceeding 50% of the membership units, unless otherwise unanimously agreed by the remaining members.

**ARTICLE VIII**  
**Management (Management by Members)**

The company shall be managed by Robert A. Bonezzi, in accordance with the regulations of the company. The regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. Robert A. Bonezzi's mailing address is 225 Main St., Ste. 100, Destin, Florida 32541. *mgm*

**ARTICLE IX**  
**Affidavit of Membership and Contribution**

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The undersigned, being duly sworn, deposes and certifies as follows:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the member(s) is \$20,000.00;
3. The agreed value of the property, if any, other than cash contributed by member(s) is \$800,000.00; (A description of the property is attached.)
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$820,000.00.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
Robert A. Bonezzi

(SEAL)

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Sworn to and subscribed before me on the 23<sup>rd</sup> day of July, 1999.

Notary Public  
My commission expires:

OFFICIAL NOTARY SEAL  
JAMES W GRIMSLEY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC844288  
MY COMMISSION EXP. MAY 4, 2001

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization at Okaloosa County, Florida, for the foregoing uses and purposes this 23 day of July, 1999.

  
Robert A. Bonazzi

(SEAL)

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: THE SWAMP, L. L. C.
2. The name and the Florida street address of the registered agent are:

James W. Grimsley  
25 Walter Martin Road  
Fort Walton Beach, Florida 32548

*Having been named as registered agent and to accept to service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.*

  
James W. Grimsley

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ATTACHMENT TO ARTICLE IX (3)

List of property

Furniture, fixtures, appliances, equipment, for the operation of a nightclub.

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