

*Norris & Koberlein P.A.*  
**L 99000004613**

ATTORNEYS AT LAW  
CNS NATIONAL BANK BUILDING  
201 N. MARION STREET - SUITE 301  
P.O. DRAWER 2349  
LAKE CITY, FL 32056-2349

JOHN E. NORRIS  
FREDERICK L. KOBERLEIN \*  
GUY W. NORRIS  
LEANDRA G. JOHNSON

TEL: (904) 752-7240  
FAX: (904) 752-1577  
\* CERTIFIED MEDIATOR

July 14, 1999

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

900002934553--3  
-07/19/99--01053--018  
\*\*\*\*337.50 \*\*\*\*337.50

RE: WILLOWBROOK, L.L.C.

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Organization of Willowbrook L.L.C., along with a check in the amount of \$337.50 which represents \$250.00 for the filing fee, \$52.50 for the certified copy, and \$35.00 for the Registered Agent Designation.

Please file the Articles of Organization and return the certified copy of same to this office.

Thank you for your courtesy.

Sincerely yours,

*John E. Norris*  
John E. Norris

GWN:rah

Enclosures

cc: Carl L. Allison

*L99-4613*

Name	<i>OK 7-28</i>
Availability	
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>

**ARTICLES OF ORGANIZATION  
OF  
WILLOWBROOK, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be WILLOWBROOK, L.L.C.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company is:

2669 U.S. 90 West  
Lake City, FL 32055

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida are JOHN E. NORRIS, CNB National Bank Building, Suite 301, 201 North Marion Street, Lake City, FL 32055.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

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93 JUL 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

#### ARTICLE VII- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

#### ARTICLE IX - MANAGEMENT

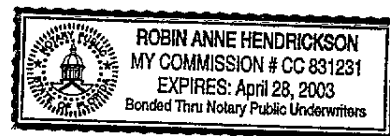
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are CARL L. ALLISON, 2669 U.

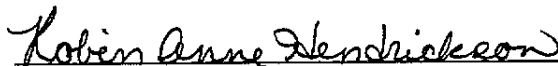
S. 90 West, Lake City, FL 32055.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Lake City, Florida, on July 14, 1999.

  
CARL L. ALLISON

Sworn to and subscribed before me this  
14<sup>th</sup> day of July, 1999, by CARL L. ALLISON,  
who is personally known to me or has produced  
\_\_\_\_\_ as identification.



  
Notary Public - State of Florida  
Print Name: ROBIN ANNE HENDRICKSON  
My Commission Expires: 4/28/2003

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99 JUL 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of WILLOWBROOK, L.L.C., deposes and says:

1. The above-named limited liability company has three members.
2. The total amount of cash contributed by the members is \$6,000.00 as follows:

Carl L. Allison	\$2,000.00
2669 U.S. 90 West	
Lake City, Florida 32055	

Kenneth e. Wiggins	\$2,000.00
2669 U.S. 90 West	
Lake City, Florida 32055	

Mike Roper	\$2,000.00
2669 U.S. 90 West	
Lake City, Florida 32055	

3. If any, the agreed value of property other than cash contributed by the member is \$ None. A description of the property is attached and made a part hereto.

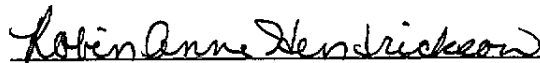
4. The total amount of cash or property anticipated to be contributed by members is \$150,000.00 (\$50,000.00 each). This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: 7/14/99

  
CARL L. ALLISON

Sworn to and subscribed before me this  
14<sup>th</sup> day of July, 1999, by CARL L. ALLISON,  
who is personally known to me or has produced  
\_\_\_\_\_ as identification.

  
Notary Public - State of Florida  
Print Name: ROBIN ANNE HENDRICKSON  
My Commission Expires: 4/28/2003



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

Under the provisions of F.S. 608.414 or 608.507, WILLOWBROOK, L.L.C., 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 WILLOWBROOK, L.L.C.
2. The name and street address of the registered agent in Florida are:

JOHN E. NORRIS  
CNB National Bank Building, Suite 301  
201 North Marion Street  
Lake City, FL 32055

The undersigned, being the person named in the articles of organization of WILLOWBROOK, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
JOHN E. NORRIS, Registered Agent

29 JUL 19 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED