



THE UNITED STATES
CORPORATION
COMPANY

L9900000 4783

ACCOUNT NO. : 072100000032

REFERENCE : 30045 81311A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 4, 1999

ORDER TIME : 10:54 AM

ORDER NO. : 330045-005

CUSTOMER NO: 81311A

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-08/04/99--01064--018

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CUSTOMER: Janet Strickland, Esq
LANDIS GRAHAM FRENCH HUSFELD
LANDIS GRAHAM FRENCH HUSFELD
145 E. Rich Avenue

Deland, FL 32724

DOMESTIC FILING

NAME: DARGREENE INVESTMENTS, LLC

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
99 AUG -4 PM 3: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG -4 PM 12: 07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SL 8-4-99

ARTICLES OF ORGANIZATION
OF
DARGREENE INVESTMENTS, LLC

The undersigned, acting as organizer of Dargreene Investments, LLC, under the Florida Limited Liability Company Act ("the Act"), adopts the following Articles of Organization for said limited liability company:

ARTICLE I
NAME

The name of the limited liability company shall be Dargreene Investments, LLC ("the LLC").

ARTICLE II
PERIOD OF DURATION

The period of duration shall commence upon the filing of these Articles with the Florida Department of State, and shall be perpetual thereon, unless the LLC is sooner dissolved as provided by these Articles of Organization.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act to conduct any lawful business, subject to any provisions of law governing or regulating such business within Florida, including the authority to hold, purchase, mortgage, lease and convey real and personal property in Florida. The LLC shall have the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement (or regulations, as this agreement is known under the current Act).

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The LLC's principal place of business and mailing address is as follows:

644-B N. Woodland Blvd.
DeLand, FL 32720

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ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent and the registered office is as follows:

Robert N. Greene
644-B N. Woodland Blvd.
DeLand, FL 32720

ARTICLE VI
MANAGERS

Management of the LLC is to be vested in its managers. The names and addresses of the initial two managers of the LLC are:

Colin Phoenix Investments, Inc., a Florida corporation
206 Lake Winnemissett Drive
DeLand, FL 32724
Authorized Representative: Robert N. Greene, Vice President

Dardenne Living Trust, Dated May 4, 1999
#4 Reyes Road
DeLand, FL 32724
Authorized Representative: Buzzy G. Dardenne, Trustee, or Sheila A. Dardenne, Trustee

The Managers shall have the responsibilities accorded to them as set out in the Operating Agreement of the LLC.

ARTICLE VII
MEMBERS AND CONTRIBUTIONS

Ownership interest in the LLC is vested equally in its two initial members, Colin Phoenix Investments, Inc., a Florida corporation, and the Dardenne Living Trust, Dated May 4, 1999, which shall each own a 50% interest in the LLC. Each member shall make an initial equal contribution of \$40,000.00 by check or wired or certified funds. The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

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TALLAHASSEE, FLORIDA

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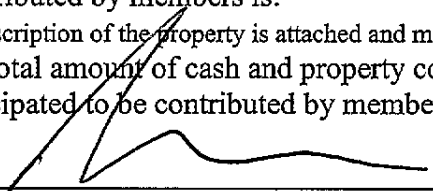
ARTICLE VIII
ADDITIONAL MEMBERS

The members reserve the right to admit additional members upon the unanimous agreement of the members as to the admission of and the consideration to be paid by such new members, and subject to the terms and conditions of the LLC's Operating Agreement.

ARTICLE IX
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Dargreene Investments, LLC, certifies:

- 1) the above-named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is: \$ 80,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is: \$ 0;
(a description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is: \$ 80,000.00.

By: 
Robert N. Greene, Vice President of
Colin Phoenix Investments, Inc., Member

ARTICLE X
OPERATING AGREEMENT

The Operating Agreement of the LLC shall be executed by each member of the LLC and shall set forth all provisions for the affairs of the LLC and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

ARTICLE XI
CONTINUATION UPON WITHDRAWAL OF MEMBER

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as there is unanimous agreement among the remaining members to continue the LLC by written consent within 90 days after the withdrawal of a member and provided there is at least one remaining member.

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ARTICLE XII
LIABILITY OF MEMBERS

The members shall not be liable under a judgment, decree or order of the court, or in any other manner, for a debt, obligation or liability of the LLC.

ARTICLE XIII
INDEMNIFICATION

The following provisions, not inconsistent with law, which the members elect to set out in these Articles for the regulation of the internal affairs of the LLC, are as follows:

(1) The LLC shall indemnify an individual made a party to a proceeding because he is or was a managing member, employee or agent of the LLC against liability incurred in the proceeding if:

- (a) he conducted himself in good faith; and
- (b) he reasonably believed that his conduct was in or at least not opposed to the LLC's best interests; and
- (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

(2) Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the best interests of the participants in and beneficiaries of the plan.

(3) The LLC shall pay for or reimburse the reasonable expenses incurred by a managing member, employee, or agent of the LLC who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) the individual furnishes to the LLC a written affirmation of his good faith belief that he has met the standard of conduct described herein;
- (b) the individual furnishes to the LLC a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct described herein; and
- (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

(4) The indemnification and advance of expenses authorized herein shall be exclusive to any other rights to which any managing member, employee or agent may be entitled under the Operating Agreement of the LLC. These Articles shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 3rd day of August, 1999.

By: _____

Robert N. Greene, Vice President of
Colin Phoenix Investments, Inc., Organizer

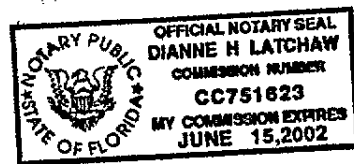
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert N. Greene, in his capacity as Vice-President of Colin Phoenix Investments, Inc., a member and Manager of Dargreene Investments, LLC, known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed these Articles of Organization.

WITNESS my hand and official seal in the County and State set forth above this 3rd day of August, 1999.

Dianne H. Latchaw
Notary Public, State of Florida
Commission No. CC 751623
My Commission Expires: 6/15/2002

Personally Known _____ or
Produced Identification ✓
Type of Identification FL DRIVER'S LIC.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Designation of Registered Agent and 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 agent and registered office in the state of Florida.

1. The name of the limited liability company is: Dargreene Investments, LLC.
2. The name and the Florida street address of the registered agent is:

Robert N. Greene
644-B N. Woodland Blvd.
DeLand, FL 32720

Having been named as registered agent and to accept 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.

By: 

Robert N. Greene, Registered Agent

8-3-99

Date

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