

L99000005697

**HERNANDO OAKS PARTNERS, LLC**

1610 Barrancas Avenue  
Pensacola, Florida 32501

Telephone (850) 438-9647  
Fax (850) 433-5409

August 19, 1999

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee FL 32399

400002967554--9  
-08/23/99-01150-013  
\*\*\*\*346.25 \*\*\*\*346.25

**Re: Hernando Oaks Partners, LLC**

Dear Sir/Madam:

Enclosed please find the Articles of Organization of the above referenced limited liability company along with the filing fee in the amount of \$346.25 which includes the fee for the optional certified copy and certificate of status. I have included an additional copy for the certified copy.

Thank you for your assistance with this filing.

Sincerely,



Debbie Scullin  
Administrative Assistant

:ds  
Enclosure

W99-19693

ALI

99 SEP - 7 PM 1:45

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 25, 1999

DEBBIE SCULLIN  
1610 BARRANCAS AVE.  
PENSACOLA, FL 32501

SUBJECT: HERNANADO OAKS PARTNERS, LLC  
Ref. Number: W99000019693

We have received your document for HERNANADO OAKS PARTNERS, LLC and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 999A00042635

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 7 PM 1:45

ARTICLES OF ORGANIZATION  
OF  
HERNANDO OAKS PARTNERS, LLC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -7 PM 1:45

The undersigned as **Organizer** of a limited liability company pursuant to the **Florida Limited Liability Company Act** adopts the following **Articles of Organization**.

1. **Name.** The name of the limited liability company is **Hernando Oaks Partners, LLC**.
2. **Duration.** Its period of duration is fifty years from the date of execution which is August 17, 1999, unless (a) extended by the Members, (b) sooner dissolved by the Members, or (c) dissolved upon a statutory event of dissolution.
3. **Purpose.** This Limited Liability Company is organized for all lawful purposes except, banking or insurance.
4. **Initial Address** The mailing address and street address of the office is **1610 Barrancas Avenue, Pensacola, Florida 32501**.
5. **Classes of Ownership.** With respect to voting and preference rights, the Members of the Company may provide in their Operating Agreement for issuance of classes and ownership.
6. **Transfer of Interest.** Except as provided herein, a Member's interest in the Company is not subject to transfer. Any Member who shall be desirous of selling or otherwise transferring his share and interest in the Company shall obtain the consent of all other Members in writing prior to such or transfer. When allowed the transferee shall be entitled only to the transferring Member's proportionate share of the capital and profits of the Company but shall have no other rights, including the right to appoint Directors, unless later elected by the Members to be a Member.
7. **Admission of additional Members.** New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members and upon such terms as are agreed to be all Members.
8. **Liability.** No member shall be individually liable for the debts of the limited liability company.
9. **Amendment of Articles.** These articles may be amended by a majority in interest vote of the Members.
10. **Agency Authority.** All authority to contract and otherwise act for the Company is vested in its Members, acting as the Board of members, and evidenced by a written Resolution of the

Board.

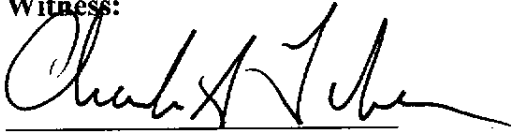
11. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. Any return of capital or distribution of profits shall be determined from the Company's books by the Board of Members, and paid at the direction of the Board, at a time determined by the Board, without diminishing the prospects of the Company's ventures.
12. **Management.** The business of the Company shall be conducted under the exclusive management of its Members. The name and address of each member is:  
  
David Brannen, 17 W. Cedar Street, Suite 2, Pensacola FL 32501;  
Allen Levin, 2200 Via Deluna Drive, Pensacola Beach, FL 32561;  
Scott Pate, 4300 Bayou Blvd, Suite 25A, Pensacola, FL 32503; and  
Charles S. Liberis, 1610 Barrancas Avenue, Pensacola, FL 32501.
13. **Organizers.** The name and address of each organizer is:  
  
David Brannen, 17 W Cedar Street, Suite 2, Pensacola FL 32501;  
Allen Levin, 2200 Via Deluna Drive, Pensacola Beach, FL 32561;  
Scott Pate, 4300 Bayou Blvd, Suite 25A, Pensacola, FL 32503; and  
Charles S. Liberis, 1610 Barrancas Avenue, Pensacola, FL 32501.
14. **Affidavit of Membership and Contributions.** The undersigned members Hernando Oaks Partners, LLC certifies:
  - 1) the above named limited liability company has at least one member;
  - 2) the total amount of cash contributed by the member(s) is \$500,000.00;
  - 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00; and
  - 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,000,000.00.
15. **Limitation on Agency Authority of Members.** Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -7 PM 1:45

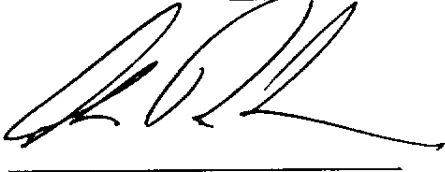
In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

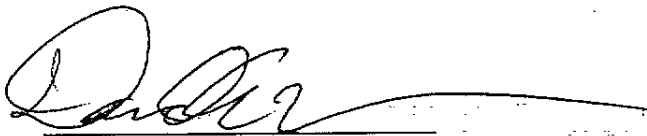
**Date: August 17, 1999**

**Witness:**


  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

**Organizer:**

  
\_\_\_\_\_

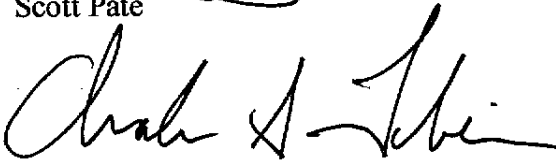
David Brannen

  
\_\_\_\_\_

Allen Levin

  
\_\_\_\_\_

Scott Pate

  
\_\_\_\_\_

Charles S. Liberis

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 7 PM 1:45

**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:

HERNANDO OAKS PARTNERS, LLC

---

2. The name and the Florida street address of the registered agent and office are:

Charles S. Liberis

(Name)

1610 Barrancas Avenue

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Pensacola

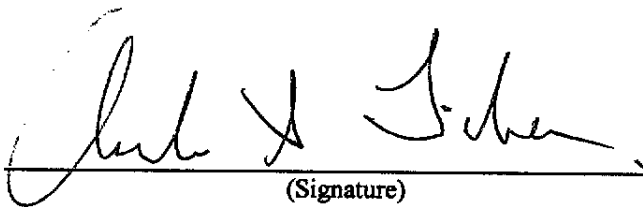
FL

32501

City/State/Zip

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 7 PM 1:45

*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.*

  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**