

L990000006180

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:  
(Sub Account)

Date: Sept 29, 1999

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

000003000290--1

Telephone: (850) 224-1585

Contact Name: Joan Perrenot (x243)

Corporation Name: Avalon Boulevard Properties, LLC

Entity Number (if applicable):

Authorization: J. Perrenot

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DIVISION OF CORPORATIONS  
99 SEP 29 PM 1:57

Certified Copy (1-9)

UCC'S

Certificate of Status

New Filings - LLC

Plain Stamped Copy <sup>ARTICLES</sup>

Annual Report

Fictitious Name

Amendments

Registration

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W. P. Verifier	

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TAL#501656.01

# CARLTON FIELDS

ATTORNEYS AT LAW

HARBOURVIEW BUILDING  
25 WEST CEDAR STREET, 4TH FLOOR  
PENSACOLA, FLORIDA 32501-5974

MAILING ADDRESS:  
P.O. BOX 12426, PENSACOLA, FL 32582-2426  
TEL (850) 434-0142 FAX (850) 434-5366

September 28, 1999

Florida Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314  
Attention: Registration Division

Re: Avalon Boulevard Properties, L.L.C.

Dear Sir/Madam:

Enclosed for filing please find the original Articles of Organization of Avalon Boulevard Properties, L.L.C., along with a copy to be date-stamped.

After filing, please return the date-stamped copy to our Tallahassee office. Your assistance in this matter is greatly appreciated.

Sincerely yours,

  
Bill McEachern, Jr.

BBM:wgl  
Enclosures

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

MIAMI

**ARTICLES OF ORGANIZATION  
OF  
AVALON BOULEVARD PROPERTIES, L.L.C.**

The undersigned, the three members of this limited liability company formed under the Florida Limited Liability Company Act, adopt the following articles of organization for such limited liability company ("Company"):

**ARTICLE I  
Name**

The name of the Company is Avalon Boulevard Properties, L.L.C.

**ARTICLE II  
Duration**

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

**ARTICLE III  
Principal Office and Mailing Address**

The Company mailing address and the street address of its principal office are:

Mailing address: 192 North Palafox Street  
Pensacola, Florida 32501

Street address: 192 North Palafox Street  
Pensacola, Florida 32501

**ARTICLE IV  
Initial Registered Agent**

The mailing address and the street address of the Company's initial registered agent is, and the name of its initial registered agent at that address is:

Mailing Address: Lewis Bear, Jr.  
Post Office 13567  
Pensacola, Florida 32591-3567b

Street Mailing Address: Lewis Bear, Jr.  
1615 North Green Street  
Pensacola, Florida 32505

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**ARTICLE V**  
**Members**

The name and address of the three members of the Company, who are executing these Articles of Organization, and who constitute all of the members of the Company, are:

<u>Name</u>	<u>Address</u>
Merrill Land Company, a Florida corporation	192 North Palafox Street Pensacola, Florida 32501
Harry M. Caldwell, Jr.	107 Shoreline Drive Gulf Breeze, Florida 32561
Lewis Bear, Jr. and Belle Y. Bear, as co-trustees of the Trust under Will of Lewis Bear for the benefit of Lewis Bear, Jr. (Will dated January 26, 1970, amended by First Codicil on November 9, 1972)	72 Highpoint Drive Gulf Breeze, Florida 32561

**ARTICLE VI**  
**Management**

Management of the Company shall be reserved to its members. Management decisions shall require approval by at least a majority of the members and in certain circumstances shall require unanimous approval by the members. The name and address of the three members, who constitute all the members of the Company, and who shall jointly manage the Company, are as follows:

<u>Name</u>	<u>Address</u>
Merrill Land Company, a Florida corporation	192 North Palafox Street Pensacola, Florida 32501
Harry M. Caldwell, Jr.	107 Shoreline Drive Gulf Breeze, Florida 32561
Lewis Bear, Jr. and Belle Y. Bear, as co-trustees of the Trust under Will of Lewis Bear for the benefit of Lewis Bear, Jr. (Will dated January 26, 1970, amended by Codicil on November 9, 1972)	72 Highpoint Drive Gulf Breeze, Florida 32561

**ARTICLE VII**  
**Other Provisions**

1. The members of the Company may admit additional members with the unanimous approval of all members.

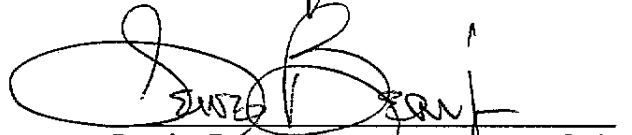
2. The remaining member or members of the Company may continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

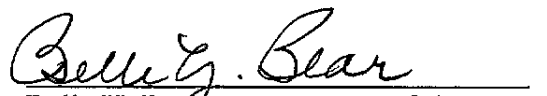
Dated this 28<sup>th</sup> day of September, 1999.

Merrill Land Company, a Florida  
corporation

By:   
J. Collier Merrill  
Its: Vice President

  
Harry M. Caldwell, Jr.

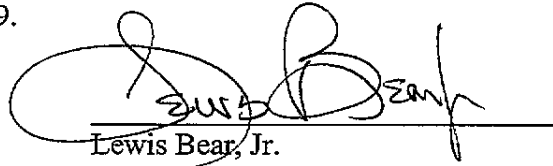
  
Lewis Bear, Jr., as co-trustee of the  
Trust under Will of Lewis Bear for the  
benefit of Lewis Bear, Jr. (Will dated  
January 26, 1970, amended by First  
Codicil on November 9, 1972)

  
Belle Y. Bear, as co-trustee of the Trust  
under Will of Lewis Bear for the  
benefit of Lewis Bear, Jr. (Will dated  
January 26, 1970, amended by First  
Codicil on November 9, 1972)

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 26 day of September, 1999.

A handwritten signature in black ink, appearing to read "Lewis Bear, Jr.", is written over a horizontal line. The signature is stylized and cursive.

Lewis Bear, Jr.  
1615 North Green Street  
Pensacola, Florida 32505

Registered Agent

**AFFIDAVIT**

**STATE OF FLORIDA**

**COUNTY OF ESCAMBIA**

**BEFORE ME**, the undersigned authority, personally appeared J. Collier Merrill, who, being by me first duly sworn, deposes and says:

1. I am the Vice President of Merrill Land Company, a Florida corporation, a member of Avalon Boulevard Properties, L.L.C., a Florida limited liability company ("Company"), and I am duly authorized to execute this affidavit on behalf of the Company.

2. The Company has three members, namely, (1) Merrill Land Company, a Florida corporation; (2) Harry M. Caldwell, Jr.; and (3) Lewis Bear, Jr. and Belle Y. Bear, as co-trustees of the Trust under Will of Lewis Bear for the benefit of Lewis Bear, Jr. (Will dated January 26, 1970, amended by First Codicil on November 9, 1972).

3. The amount of cash and a description and agreed value of property contributed other than cash and the amount anticipated to be contributed by the members is as follows:

- a. Merrill Land Company, a Florida corporation, contributed \$ 83,333.33 in cash.
  - b. Harry M. Caldwell, Jr. contributed \$ 83,333.33 in cash.
  - c. Lewis Bear, Jr., and Belle Y. Bear, as co-trustees of the Trust under Will of Lewis Bear for the benefit of Lewis Bear, Jr. (Will dated January 26, 1970, amended by First Codicil on November 9, 1972) contributed \$ 83,333.33 in cash.
4. This affidavit is made in compliance with Section 608.407(2) of the Florida Statutes.

  
J. Collier Merrill

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 28 day of September, 1999, by J. Collier Merrill, the Vice President of Merrill Land Company, a Florida corporation, a member of Avalon Boulevard Properties, L.L.C., who:

- Is personally known to me; or
- Produced as identification:

\_\_\_\_\_  
Name: Julie K Wilson  
Print Name: Julie Wilson  
Serial No. CC 582894  
Notary Public, State of Florida  
(AFFIX OFFICIAL SEAL)

