



THE UNITED STATES  
CORPORATION  
COMPANY

990000006563

ACCOUNT NO. : 072100000032

REFERENCE : 402507 81219A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : October 7, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 402507-005

CUSTOMER NO: 81219A

CUSTOMER: Jodie Hamm, Legal Asst  
W. WADE WALLACE, ESQUIRE  
W. WADE WALLACE, ESQUIRE  
Suite 26  
10221 Emerald Coast Parkway  
Destin, FL 32541

W99-23/98

DOMESTIC FILING

L99-6563

NAME: EMERALD COAST DEVELOPMENT  
GROUP, L.C.

EFFECTIVE DATE:

400003008864--1

-10/07/99--01080--004  
\*\*\*\*130.00 \*\*\*\*130.00

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 OCT -7 PM 1:30

FILED

11/01

RECEIVED  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 7, 1999

CSC  
ATTN; ERIKA CARLSON

**RECEIVED**

Please give original  
document to the filing clerk

SUBJECT: EMERALD COAST DEVELOPMENT GROUP, L.C.  
Ref. Number: W99000023198

We have received your document for EMERALD COAST DEVELOPMENT GROUP, L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 399A00048700

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF  
EMERALD COAST DEVELOPMENT GROUP, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

NAME, PRINCIPAL PLACE AND MAILING ADDRESS  
OF BUSINESS

The name of the limited liability company shall be Emerald Coast Development Group, L. C., and its principal office shall be located at 160 Industrial Park Road, Destin, FL 32541, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II  
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE III  
MANAGEMENT

Management of this limited liability company is reserved to the members, whose names and addresses are as follows:

Mike Buckingham

160 Industrial Park Road

Destin, FL 32541

Don A. Keener

11 Cahaba Lane

Destin, FL 32541

ARTICLE IV  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred, except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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TALLAHASSEE FLORIDA

ARTICLE V  
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VI  
PROFITS AND LOSSES

(a). Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Mike Buckingham	50%
Don A. Keener	50%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being October 5, 1999.

(b). Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VII  
DURATION

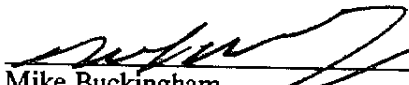
This limited liability company shall exist until dissolved in a manner provided by law as provided in the regulations adopted by the members.

ARTICLE VIII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 160 Industrial Park Road, Destin, FL 32541, and the name of the company's initial registered agent at that address is Mike Buckingham.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Emerald Coast Development Group, L.C.

Executed by the undersigned on this the 5th day of October, 1999.

  
Mike Buckingham

  
Don A. Keener

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TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF WALTON

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Emerald Coast Development Group, L.C..

The name of the registered agent for Emerald Coast Development Group, L.C. is Mike Buckingham and the street address of the office where the agent is located is 160 Industrial Park Road, Destin, FL 32541.

This statement is to acknowledge that, as indicated above, Emerald Coast Development Group, L.C. has appointed me, Mike Buckingham, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this the 5th day of October, 1999.

  
Mike Buckingham

STATE OF FLORIDA  
COUNTY OF WALTON

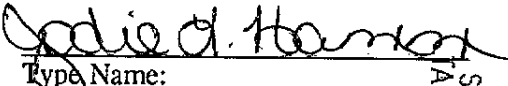
The forgoing instrument was acknowledged before me this 5th day of October, 1999 by Mike Buckingham, (X) who is personally known to me/( ) who produced the following as identification:

WITNESS my hand and seal this \_\_\_\_\_ day of October, 1999.

Affix Seal:



Jodie L. Hamm  
MY COMMISSION # CC670711 EXPIRES  
September 21, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Type Name:  
NOTARY PUBLIC  
My Commission Expires:

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99 OCT -7 PM 1:31  
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