

L 990000006693
TROUTMAN SANDERS LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

BANK OF AMERICA PLAZA
600 PEACHTREE STREET, N.E. - SUITE 5200
ATLANTA, GEORGIA 30308-2216
www.troutmansanders.com
TELEPHONE: 404-885-3000
FACSIMILE: 404-885-3900

Tiffany D. Gilbert
tiffany.gilbert@troutmansanders.com

Direct Dial: 404-885-3823
Direct Fax: 404-962-6737

October 4, 1999

000003005720--2
-10/05/99--01063--004
***125.00 ***125.00

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32214

RE: Perdido Key Associates I, L.C.

To Whom It May Concern:

Enclosed please find Articles of Organization and Certificate of Designation of Registered Agent for the above referenced limited liability company. Also enclosed is check for \$125.00 to cover filing fees.

Should you have any questions, please call me directly.

With best regards,

Tiffany D. Gilbert
Tiffany D. Gilbert

cc: Mark L. Elliott, Esq.

HL

FILED
99 OCT -5 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PERDIDO KEY ASSOCIATES I, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

35008 Emerald Coast Parkway, Suite 400
Destin, Florida 32541

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Thirty (30) years

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Rutland Forbes Company, Inc.
35008 Emerald Coast Parkway, Suite 400
Destin, Florida 32541
Attn: Mr. Jamie Forbes, III
Mr. W. Donald Rutland

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

FILED
99 OCT -5 AM 10:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted to the Company only by the unanimous decision and consent of all of the Members. Any newly admitted Member must expressly agree in writing to abide by the terms of the Company's Operating Agreement. All such Members shall also determine the capital contribution, if any, required of such additional member, and such additional Member's Capital Account, as that term is defined in the Company's Operating Agreement, and participation in the net income of the Company.

ARTICLE VI - Members Rights to Continue Business:

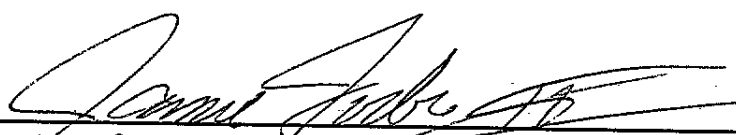
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The Company shall be dissolved sixty (60) days following the bankruptcy of a Member.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT -5 AM 10: 08

FILED


Signature of a member or an authorized representative of a member

(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.)

JAMIE FORBES III

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Perdido Key Associates I, L.C.

2. The name and address of the registered agent and office is:

Jamie V. Forbes

(Name)

35008 Emerald Coast Parkway, Suite 400

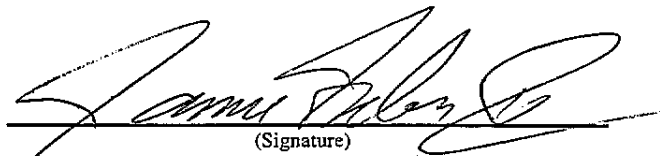
(P.O. Box not acceptable)

Destin, Florida 32541

(City/State/Zip)

FILED
99 OCT -5 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

Jamie V. Forbes

9/23/99
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent