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ATTORNEYS AT LAW

REPLY TO:

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21 October 1999

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***130.00 ***130.00

Secretary of State
Division of Corporations

Dear Sir or Madam:

Attached please find Articles and Designation of Agent for a limited liability company and a check for \$130 which includes:

\$100 Filing Fee
25 Registered Agent Fee
5 Certificate of Status
Total \$130.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 21 PM 3:57

After the documents are filed, please date stamp the attached copy for our records and call 222-7206 so that our runner can retrieve the stamped copy and the certificate of status.

Thanks so much for all your help.

Sincerely,



Timothy S. Franklin

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99 OCT 21 PM 3:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Call when ready
222-7206

ARTICLES OF ORGANIZATION

of

“All Saints Development, LLC”

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 21 PM 3:58

The undersigned, desiring to form a Limited Liability Company under and pursuant to the Florida Limited Liability Company Act (“Act”), does hereby certify as follows:

- I. **NAME.** The name of the limited liability company formed pursuant hereto shall be at all times the **All Saints Development, LLC** (“Company”)
- II. **PURPOSE AND POWERS.** The Company shall be organized for the purpose of conducting any lawful business including those that aid governmental policy, and shall have the same powers as an individual to do all things necessary or convenient to carry out the Company’s purpose, business and affairs.
- III. **DURATION.** The Company’s term shall commence as of the filing of these Articles with the Secretary of State of Florida and shall be perpetual unless dissolved sooner upon the happening of any mandatory dissolution event as according to the Act or Operating Agreement of the Company.
- IV. **ADDRESS.** The business of the Company shall be principally conducted at, and all correspondence shall be directed to:

All Saints Development, LLC
1014 North Adams Street, Suite B
Tallahassee, Florida 32303
- V. **AGENT.** The Registered Agent of the Company shall be: Kenza van Assenderp, whose street address is 225 South Adams Street - Suite 200, Tallahassee, Florida 32302-1833 as according to the “Certificate of Designation of Registered Agent/Office” of the Company, which is attached hereto and made a part hereof by reference.

VI. ADDITIONAL MEMBERS. Additional Members may be admitted as according to the Operating Agreement; and, where applicable, only when the sale, transfer or other disposition of all or any part of a Membership interest:

- (1) would not result in the termination of the Company under the Act or within the meaning of section 708 of the Internal Revenue Code of 1986 as amended;
- (2) would be exempt from the registration requirements of the applicable state and federal securities laws as determined to the satisfaction of the Manager; and
- (3) after any information reasonably required to execute the sale, transfer, or other disposition is provided to the Manager.

VI. MANAGEMENT. Management of the Company shall be delegated to a Manager who shall be designated pursuant to the Act and Company Operating Agreement. No Member not a Manager has any inherent express, implied or apparent authority to bind the Company and Members may only take such actions or make such decisions as may be expressly authorized by the Operating Agreement or pursuant to a certificate of authority or agency executed by the Manager. Any acts, promises or assurances or the like given by a Member not in accordance with these Articles are null and void ab initio and should not be relied upon by another Member, the Manager, or third party as the case may be.

IN WITNESS WHEREOF, and certifying knowledge of, and compliance with, section 608.408, Florida Statutes (1999), and certifying that the Company has at least one Member, I hereunto subscribe my name to these Articles of Organization of All Saints Development, LLC, this 21st day of October, 1999.



R. Dean Minardi, Member & Manager
All Saints Development, LLC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

of

“All Saints Development, LLC”

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES (1999), 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:

“All Saints Development, LLC”

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

**Kenza van Assenderp, Esq.
C/O: Young, van Assenderp, Varnadoe & Anderson, P.A.
225 South Adams Street, Suite 200
Tallahassee, Florida 32302-1833**

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.


Kenza van Assenderp, Esq.