

L 99000000 7898

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT:

Gadsden Partners, L.L.C.

(Proposed corporate name - must include suffix)

800003045698--4

-11/16/99--01059--014

\*\*\*155.00 \*\*\*155.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

w99-  
26412

FROM:

Skelding Law Firm

Name (Printed or typed)

3838 Killbuck Court

Address

Tallahassee, FL 32308

City, State & Zip

668-5246

Daytime Telephone number

RECEIVED

99 NOV 16 PM 12:02

CLERK OF SUPERIOR COURT  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 18 AM 11:33

FILED

11/18

NOTE: Please provide the original and one copy of the articles.

Shelding Law Firm  
 Requestor's Name  
3838 Killean Ct.  
 Address  
Tallahassee, FL 32308-5246  
 City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Gadsden Partners, L.L.C.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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 TALLAHASSEE, FLORIDA

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait \_\_\_\_\_    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Call when ready*

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 99 NOV 18 AM 10:49  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 16, 1999

SKELDING LAW FIRM  
WALK-IN/PICK-UP

SUBJECT: GADSDEN PARTNERS, L.L.C.  
Ref. Number: W99000026412

We have received your document for GADSDEN PARTNERS, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that Article IV of your document refers specifically to the registered agent's address and does not provide the principal office address.

Also please note that we do not file the portions of your document which we are returning marked "Not Filed." Please return only your corrected Articles of Organization and a copy of this letter.

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

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 999A00055060

*Please call me next time so I have time to  
fix it as time is of the essence on this.*

*Thank you.  
Allison Owsen  
668-5246*

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TALLAHASSEE FLORIDA  
STATE

**ARTICLES OF ORGANIZATION**  
**OF**  
**GADSDEN PARTNERS, L.L.C.**

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under Chapter 608, Florida Statutes, the Florida Limited Liability Company Act.

**ARTICLE I - NAME**

The name of this limited liability company, referred to in these Articles as the "**Company**" is:

**Gadsden Partners, L.L.C.**

**ARTICLE II - DURATION**

The Company shall dissolve once the 159 Gadsden Station development, located in Gadsden County, Florida is completed and all business having been wrapped up, unless earlier terminated by proper action of the Company or the provisions hereof. However, the members reserve the right to extend the duration of this company to include any other projects.

Provided, however, that this Company shall dissolve upon the death,

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TALLAHASSEE FLORIDA

retirement, resignation, expulsion, bankruptcy, dissolution of a member, (if a non-natural person or business entity), or upon the occurrence of any other event that terminates the continued membership of a member in the Company unless the business of this Company is continued by the unanimous consent of all the remaining members.

### **ARTICLE III - PURPOSE**

The purpose for which the Company is organized is to develop property located in Gadsden County, Florida, known as 159 Gadsden Station. However, the members reserve the right to extend the duration of this company to include any other projects.

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FLORIDA

### **ARTICLE IV - PRINCIPAL ADDRESS**

The address of the Company's initial registered agent in Florida is Hurley H. Booth, Jr. The address of the Company's principal office and the of the Registered Agent is 4699 N. Monroe St., Tallahassee, FL 32303.

### **ARTICLE V - MEMBERS**

Designation of members are as follows:

A. Hurley H. Booth, Jr., Trustee of the Frances Meginniss Booth Trust

B. Gene Smith.

## **ARTICLE VII - MANAGEMENT**

The Company is to be managed by one (1) manager, and the Company is a manager-managed company. The initial manager, who shall serve until the first annual meeting of members, is identified as follows:

1. Hurley H. Booth, Jr., Trustee of the Frances Meginniss Booth Trust -  
4699 N. Monroe St., Tallahassee, FL 32303.

The manager shall be elected annually by the unanimous consent of the members in the manner prescribed by and provided in the Regulations of this Company. The manager shall also hold the office and have the responsibilities accorded to him by the members and as set out in the Regulations of the Company.

## **ARTICLE VIII - ADMISSION OF MEMBERS**

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

Any transfer or assignment of a member's interest in the Company shall be in accordance with the Company's operating regulations, these

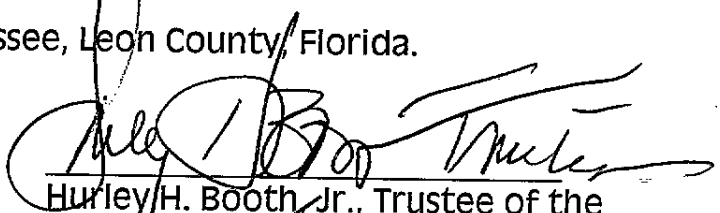
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TALLAHASSEE, FLORIDA

Articles of Organization, and the Florida Limited Liability Company Act.

### ARTICLE IX - ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the Regulations of this Company is vested entirely in the members of the Company.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned have executed these Articles of Organization on this 5<sup>TH</sup> day of NOV, 1999, at Tallahassee, Leon County, Florida.

  
Hurley H. Booth, Jr., Trustee of the  
Frances Meginniss Booth Trust

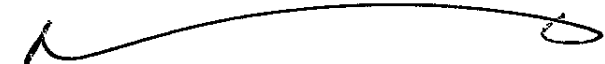
  
Gene Smith

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Hurley H. Booth, Jr., Trustee of the Frances Meginniss Booth Trust, on behalf of such trust, who executed the foregoing Articles of Organization, and who is personally known to me or produced \_\_\_\_\_ as identification.



Mark P. Raines  
MY COMMISSION # CC779466 EXPIRES  
September 29, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC  
State of Florida  
My commission expires:  
Commission No.:

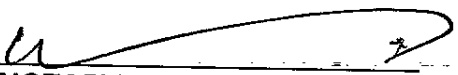


Mark P. Raines  
MY COMMISSION # CC779466 EXPIRES  
September 29, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared  
Gene Smith, who executed the foregoing Articles of Organization, and who  
is personally known to me or produced \_\_\_\_\_ as  
identification.

  
NOTARY PUBLIC  
State of Florida  
Commission expires:  
Commission No.:



Mark P. Raines  
MY COMMISSION # CC779466 EXPIRES  
September 29, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

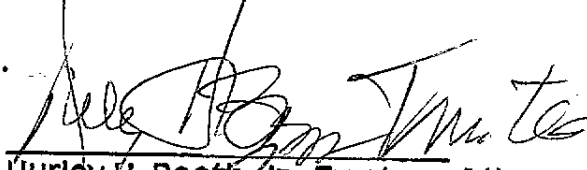
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TALLAHASSEE FLORIDA



**CERTIFICATE OF REGISTERED AGENT**

Gadsden Partners, L. L.C., located at 4699 N. Monroe St., Tallahassee, FL 32303, names **HURLEY H. BOOTH, JR.**, as Its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 4699 N. Monroe St., Tallahassee, FL 32303

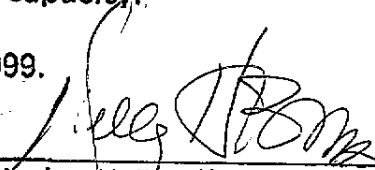
DATED this 29 day of Oct., 1998.

  
Hurley H. Booth, Jr., Trustee of the  
Frances Meginniss Booth Trust

  
Gene Smith

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

Dated this 29<sup>th</sup> day of Oct., 1999.

  
Hurley H. Booth, Jr.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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