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December 16, 1999

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\*\*\*372.50 \*\*\*155.00

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

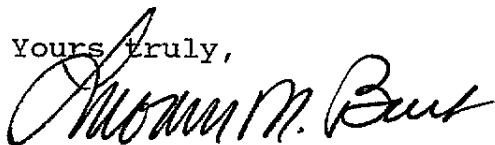
Re: Meadow Wood Trails, L.C.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Organization for the above named proposed Florida limited company, together with the Registered Agent Designation. Also enclosed is a check in the amount of \$372.50, representing payment of the following:

Filing Fee	\$ 285.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$ 372.50

Yours truly,



Theodore M. Burt

TMB/sh

Enclosures: Articles of Organization (original and 1 copy)  
Check  
Registered Agent Designation

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Prepared by: Burt & Feather, Attorneys at Law  
Post Office Box 308  
Trenton, Florida 32693

**ARTICLES OF ORGANIZATION OF  
MEADOW WOOD TRAILS, L.C.**

The undersigned certifies that those persons listed in Article III hereinafter have associated 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. It is further declared that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**Article I**

**Name and Principal Place of Business**

The name of the limited liability company shall be **MEADOW WOOD TRAILS, L.C.**, and its principal office shall be located at 114 NE First Street, Trenton, Gilchrist County, Florida, and its mailing address is Post Office Box 308, Trenton, Florida 32693, 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**

**Purpose and Powers**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited

liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise, acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to sell, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise

for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes of the attainment of any of the objects, or the furtherance of any the powers set forth in these Articles, either along or in association with others incidental or pertaining to, or going on, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize

or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### Article III

#### Management and Membership

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as manager until his successor is elected and qualified pursuant to and in accordance with the regulations of the limited liability company, is ARTHUR J. McQUILLAN, and THEODORE M. BURT, whose addresses are Post Office Box 537, Alachua, Florida 32615 and Post Office Box 919, Trenton, Florida 32693.

The initial members of this limited liability company are as follows:

Arthur J. McQuillan  
Post Office Box 537  
Alachua, Florida 32615

Arthur L. Day and Dana Day, his wife  
2300 N.W. 29th Street  
Gainesville, Florida 32605

Theodore M. Burt and Pamela D. Burt, his wife  
Post Office Box 919  
Trenton, Florida 32693

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TALLAHASSEE, FLORIDA

### Article V

#### 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.

#### Article VI

##### Capital Contributions

Capital contributions in the amount of \$1,000.00 shall be paid to the limited liability company by the three (3) members in shares equal to the percentages as set forth in Article VII hereinafter. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in shares equal to the percentages specified in Article VII hereinafter.

#### Article VII

##### 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 a distributive share of the profits as follows:

Arthur J. McQuillan	33.3%
Arthur L. Day and Dana Day	33.3%
Theodore M. Burt and Pamela Burt	33.3%

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 the following shares.

Arthur J. McQuillan	33.3%
Arthur L. Day and Dana Day	33.3%
Theodore M. Burt and Pamela Burt	33.3%

#### Article VIII

##### Duration

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

#### Article IX

##### Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 114 NE First Street, City of Trenton, County of Gilchrist, State of Florida, and the mailing address is Post Office Box 308, Trenton, Florida 32693, and the name of the company's initial registered agent at that address is **THEODORE M. BURT.**

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Executed by the undersigned at Trenton, Florida, on this 21<sup>st</sup>  
day of December, 1999.

Dandra L. Hodge  
Witness

Theodore M. Burt  
THEODORE M. BURT

Susan Hardyman  
Witness

STATE OF FLORIDA  
COUNTY OF GILCHRIST

The foregoing instrument was acknowledged before me this 21<sup>st</sup>  
day of December, 1999, by **THEODORE M. BURT**, on behalf of **MEADOW  
WOOD TRAILS, L.C.**, a limited liability company. He is personally  
known to me.

8427-008sh

Susan Hardyman  
Notary Public  
My Commission Expires  
99 DEC 22 PM 9:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

