

FE. 1747-3957-9

Priority

NEWTON
OLDACRE
MCDONALD

May 27, 1997

1797000000934

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

97 JUN 11 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FL 32301
400002196374-5
-05/30/97-01088-001
*****105.00 *****105.00

Re: NEWTON OLDACRE MCDONALD, L.L.C., L.C.

Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida

Affidavit of Membership and Contributions of Foreign
Limited Liability Company

400002196374--5
-05/30/97-01088-002
*****8.75 *****8.75

To Whom It May Concern:

Please find enclosed the above referenced applications along with a check in the
amount of \$105.00. Please process these applications at your earliest convenience, ✓
and should you need additional information or have any questions, you may call me at
334/365-9058.

Sarah Jordan GAVE

Sincerely,

Sarah Jordan
Sarah Jordan

AUTHORIZATION BY PHONE TO
name of l/c, m/c, R.A.

CORRECT + sign. postica

DATE 6/11/97

DCC EXAM. left

3000002210788--0
-06/12/97-01117-032
****180.00 ****180.00

497000012788

T.C. \$1,000.

Name Availability	:slj
Document Number	DCC <u>left</u>
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W. P. Vermyer	DCC <u>left</u>

MAILING 250.00
C. COPY 8.75
R. AGENT 25.00
TOTAL 293.75
BALANCE DUE \$ _____
REFUND \$ _____

Newton Oldacre McDonald, L.L.C.
P. O. Box 680176 36068
250 Washington Street
Prattville, Alabama 36067
(334) 365-9058
FAX (334) 365-4183

Same as 094000000148

May 27, 1997

NEWTON
OLDACRE
MCDONALD

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: CERTIFICATE OF STATUS
NEWTON OLDACRE MCDONALD, L.L.C., L.C.

To Whom It May Concern:

Please issue a Certificate of Status for the above referenced limited liability company. Our check in the amount of \$8.75 is enclosed. Should you need additional information or have any questions, you may call me at 334/365-9058.

Sincerely,



Sarah Jordan

:slj

Newton Oldacre McDonald, L.L.C.
P. O. Box 680176 36068
250 Washington Street
Prattville, Alabama 36067
(334) 365-9058
FAX (334) 365-4183



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1997

SARAH JORDAN
NEWTON OLDACRE MCDONALD
P.O. BOX 680176
PRATTVILLE, AL 36067

SUBJECT: NEWTON OLDACRE MCDONALD, L.L.C.
Ref. Number: W97000012788

We have received your document for NEWTON OLDACRE MCDONALD, L.L.C. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application you sent up does not meet all of our requirements. Please complete the attached form.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 097A00029622

June 5, 1997

**NEWTON
OLDACRE
MCDONALD**

Ms. Lyn Turley
Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Resubmittal - Newton Oldacre McDonald, L.L.C., L.C.

Dear Ms. Turley:

Per our telephone conversation of today, enclosed please find the documents referenced below:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company.
3. One (1) original Certificate of Existence from the Alabama Secretary of State.
4. Certificate of Designation of Registered Agent.
5. A check in the amount of \$180.00 which is broken down below:

\$250.00	Filing fee for application and affidavit
35.00	Registered agent designation fee
8.75	Certificate of status

\$293.75	Total
- 113.75	previously paid to FL Secretary Of State

<u>\$180.00</u>	Total Due

Please file the application at your earliest convenience and should you need any information or have any questions, please do not hesitate to call me. Thank you for your help and cooperation.

Sincerely,


Sarah Jordan

:slj

Newton Oldacre McDonald, L.L.C.
P. O. Box 680176 36068
250 Washington Street 36067
Prattville, Alabama
(334) 365-9058
FAX (334) 365-4183

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH FSA § 608.503, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:

- ✓ 1. Name of Foreign Limited Liability Company [Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present]:

NEWTON OLDACRE MCDONALD, L.L.C.

- ✓ 2. Jurisdiction under the law of which foreign limited liability company is organized:

ALABAMA

3. FEI number, if applicable:

62-1512091

4. Date of organization:

2/24/94

5. Duration:

Perpetual

6. Date first transacted business in Florida [SEE FSA §§ 808.501, 808.502 and 817.155]: 5/30/97

7. Street address of principal office:

250 WASHINGTON STREET
PRATTVILLE, ALABAMA 36067

8. List name, title, and business address of each managing member (MGRM) or manager (MGR) who will manage the foreign limited liability company in Florida: (attach additional page if necessary):

NAME & ADDRESS

TITLE

Thomas E. Newton
250 Washington Street
Prattville, AL 36067

Initial Member / Managing Member

William A. Oldacre, Jr.
200 31st Avenue, North
Suite 200
Nashville, TN 37203

Initial Member

Mark McDonald
200 31st Avenue, North
Suite 200
Nashville, TN 37203

Initial Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 11 PM 2:59

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member
of Newton Oldacre McDonald, L.L.C. deposes
and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$. A description of the property is attached and made a part hereof;
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00. This total includes amounts from 2 and 3 above.



Thomas E. Newton Initial
Member

Signature of a member or authorized
representative of a member. (The
execution of this affidavit
constitutes an affirmation under
the penalties of perjury that the
facts stated herein are true.)

and
Managing
Member

FILED
97 JUN 11 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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.

FILED
97 JUN 11 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the limited liability company is:

Newton Oldacre McDonald, L.L.C.

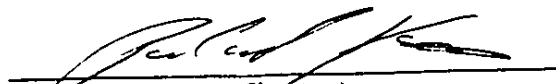
2. The name and address of the registered agent and office is:

Roland W. Kiehn Barron, Redding, Hughes, Fite, Bassett & Fensom, P.A.
(Name)

220 McKenzie Avenue
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Panama City, Florida 32401
(City/State/Zip)

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.

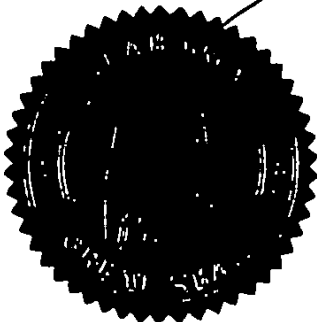

(Signature)

June 10, 1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that articles of organization for Newton Oldacre McDonald, L.L.C. were filed in the office of the Judge of Probate of Autauga County on February 25, 1994; that a report of a limited liability company was filed in the office of the Secretary of State of Alabama on March 31, 1994. I further certify that the records do not disclose that said Newton Oldacre McDonald, L.L.C. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

05/29/97

Date

Jim Bennett

Jim Bennett

Secretary of State