

# M97000000537

*Law Offices of*  
**FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.**

115 WEST ADAMS STREET  
DOTHAN, ALABAMA 36303

J. HUBERT FARMER (1896-1976)  
\*EDWARD M. PRICE, JR.  
ERNEST H. HORNSBY  
JOEL W. WEATHERFORD

D. LEWIS TERRY, JR.  
\*\*ELIZABETH B. GLASGOW  
J. VINCENT EDGE

\*ALSO LICENSED IN FLORIDA  
\*\*ALSO LICENSED IN GEORGIA

MAILING ADDRESS:  
P. O. DRAWER 2228  
DOTHAN, ALABAMA 36303  
TELEPHONE (334) 793-2424  
FAX (334) 793-6624

July 30, 1997

**VIA: FEDERAL EXPRESS-PRIORITY**

Florida Department of State  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002254921--5  
-08/01/97--01058--001  
\*\*\*\*140.00 \*\*\*\*140.00

**ATTN: FOREIGN LIMITED LIABILITY COMPANY**

**RE: EDINGTON MARKETING COMPANY, L.L.C.**

Dear Sirs:

000002278650--3  
-08/27/97--01081--004  
\*\*\*\*145.00 \*\*\*\*145.00

Enclosed please find the originals of the following for filing with your office:

- (1) Application by Foreign Limited Liability Company
- (2) Affidavit of Membership and Contributions
- (3) Certificate of Designation of Registered Agent /Registered Office
- (4) Certificate of Foreign LLC's existence
- (5) Check in the amount of \$140.00 (\$52.50 for filing fee; \$52.50 for affidavit of Membership and \$35 for Designation of Registered Agent

Should you have any quesitons, please do not hesitate to contact me.

Sincerely,

*El*  
Edward M. Price, Jr.  
FLORIDA LICENSE #207551

Name	KWM
Availability	
Document Examiner	K M
Updater	KWM
Updater	
Verifier	KWM
Acknowledgement	KWM
Verifier	KWM

EMPjr/dcp

Enclosures: As Stated

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DIVISION OF CORPORATIONS  
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*Law Offices of*  
**FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.**

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—  
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—  
FAX (334) 793-6624

August 11, 1997

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

ATTN: FOREIGN LIMITED LIABILITY COMPANY

RE: EDINGTON MARKETING COMPANY, L.L.C.  
REF NUMBER: W97000018109  
LTR NUMBER: 697A00039941

Dear Sirs:

Enclosed please a copy of your August 6, 1997 letter as concerns the above and our check in the amount of \$145.00. We had previously sent you a check in the amount of \$140 and you are holding the same. According to your letter enclosed, the fees to qualify a foreign limited liability company are \$285 which includes the filing fee application and registered agent designation fee. Please complete the processing of the documents for the above referenced company.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Edward M. Price, Jr.  
FLORIDA LICENSE #207551

EMPjr/dcp  
Enclosures: As Stated  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 6, 1997

FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.  
ATTN: EDWARD PRICE, JR.  
115 WEST ADAMS STREET  
DOTHAN, AL 36303

SUBJECT: EDINGTON MARKETING COMPANY, L.L.C.  
Ref. Number: W97000018109

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We have received your document for EDINGTON MARKETING COMPANY, L.L.C. and your check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following:

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.

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 (850) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 697A00039941

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

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

1. EDINGTON MARKETING COMPANY, L.L.C.  
(NAME OF FOREIGN LIMITED LIABILITY COMPANY MUST END WITH THE WORDS "LIMITED COMPANY" OR THEIR ABBREVIATION "L.C." IS NOT SO CONTAINED IN THE NAME AT PRESENT.)
2. ALABAMA  
(JURISDICTION UNDER THE LAW OF WHICH FOREIGN LIMITED LIABILITY COMPANY IS ORGANIZED)
3. \_\_\_\_\_  
(FEI NUMBER, IF APPLICABLE)
4. OCTOBER 30, 1996  
(DATE OF ORGANIZATION)
5. DECEMBER 31, 2025  
(DURATION: YEAR LIMITED LIABILITY COMPANY WILL CEASE TO EXIST OR "PERPETUAL")
6. UPON APPROVAL OF THIS APPLICATION  
(DATE FIRST TRANSACTED BUSINESS IN FLORIDA.  
(SEE SECTIONS 608.501, 608.502, AND 817.155, F.S.)
7. East Lake Club Apartments  
150 East Lake Club Drive  
Oldsmar, FL 34677  
(STREET ADDRESS OF PRINCIPAL OFFICE)
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:	NAME & ADDRESS:	TITLE:
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<u>Don Edington</u>	<u>MGR</u>		
<u>Edington Marketing Company, L.L.C.</u>			
<u>East Lake Club Apartments</u>			
<u>150 Lake Club Drive</u>			
<u>Oldsmar, FL 34677</u>			
_____		_____	
_____		_____	
_____		_____	


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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **Edington Marketing, L.L.C.**, (full name of LLC) deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is \$100,000.
- (3) If any, the agreed value of property other than cash contributed by members is \$ -0-. A description of the property is attached and made a part of this affidavit.
- (4) The total amount of cash or property anticipated to be contributed by members is \$600,000. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3). Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

 (signature)

Hugh W. Wheelless, Jr. (typed name of  
individual)

(Managing Member)

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**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 **EDINGTON MARKETING COMPANY, L.L.C.**

(2) The name and address of the registered agent and office is (office in Florida and person- street address, but not P.O. Box with city, state and zip) **Don Edington, East Lake Club Apartments, 150 East Lake Club Drive, Oldsmar, FL 34677.**

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: July 31, 1997

Don Edington

Don Edington  
(Signature of Registered Agent)

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DIVISION OF CORPORATIONS  
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# 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 Edington Marketing Company, LLC were filed in the office of the Judge of Probate of Coffee County on October 30, 1996; that a report of a limited liability company was filed in the office of the Secretary of State of Alabama on December 17, 1996. I further certify that the records do not disclose that said Edington Marketing Company, LLC 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.

07/28/97

Date

*Jim Bennett*

Jim Bennett

Secretary of State