

m98000000523

Bookends Beach II, L.L.C.
5601 Edmond, Suite M. Waco, Texas 76710-4321
(254) 772-6031 • 776-1745 (fax)

May 4, 1998

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-05/05/98--01143--002
****346.75 ****346.25

Dear Sir or Madam;

Enclosed please find one check for \$346.25 made out to the Secretary of State and an original certificate of existence duly authenticated from the Secretary of State from the state of Texas.

\$250.00	Filing Fee for Application and Affidavit
\$35.00	Designation of registered Agent
\$52.50	Certified Copy
\$8.75	Certificate of Status
\$346.75	Total Due

FILED
98 MAY 26 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Designation of Registered Agent:

Don Anchors
Anchors, Foster, McInnis, & Keefe, PC
909 Mar Walt Drive
Ft. Walton Beach, Florida 32547
Phone: 850 863-4064

Thank you for your courtesy and assistance in this matter. If you have any questions regarding this matter, please contact me or Don Anchors.

Sincerely;



Michael Power, President

Name	Availability
Document Examiner	dcg
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

W98-10313

m98000000523



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 7, 1998

MICHAEL POWER
BOOKENDS BEACH II, L.L.C.
5601 EDMOND, SUITE M
WACO, TX 76710-4321

SUBJECT: BOOKENDS BEACH II, L.L.C.
Ref. Number: W98000010313

We have received your document for BOOKENDS BEACH II, L.L.C. and your check(s) totaling \$346.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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.

Michelle Hodges
Document Specialist

Letter Number: 198A00025268

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

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

1. BOOKENDS BEACH II, L.L.C.
(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.)
2. TEXAS
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-2875051
(FEI number, if applicable)
4. 4-29-98
(Date of Organization)
5. APRIL 1, 2008
(Duration: Year limited liability company will cease to exist or "perpetual")
6. MAY 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155,
7. 5601 EDMOND, SUITE M
WACO, TEXAS 76710
(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:
<u>MICHAEL POWER</u>	<u>president</u>	<u>KRISTIN POWER</u>	<u>secretary</u>
<u>5601 EDMOND, SUITE M</u>		<u>5601 EDMOND, SUITE M</u>	
<u>WACO, TEXAS 76710</u>		<u>WACO, TEXAS 76710</u>	
<u>TIM PAULS</u>	<u>Vice-President</u>	<u>ALICE PAULS</u>	<u>Treasurer Treasurer</u>
<u>82 DUNE DRIVE</u>		<u>82 DUNE DRIVE</u>	
<u>Santa Rosa Beach, FLORIDA 32459</u>		<u>Santa Rosa Beach, FLORIDA</u>	
		<u>32459</u>	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BOOKENDS BEACH II, L.L.C.

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

C. LeDON ANCHORS

(Name)

909 MAR WALT DRIVE, SUITE 1014

Florida street address (P.O. Box **NOT** ACCEPTABLE)

FORT WALTON BEACH

FL

32547

City/State/Zip

FILED
98 MAY 26 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

C. LeDON ANCHORS

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of BOOKENDS BEACH II, L.L.C.
_____ certifies:

- 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;
- 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 hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is _____
(This total includes amounts from 2 and 3 above.)


MICHAEL R. POWER

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Michael R. Power

Typed or printed name of signee

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98 MAY 26 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit



The State of Texas

SECRETARY OF STATE

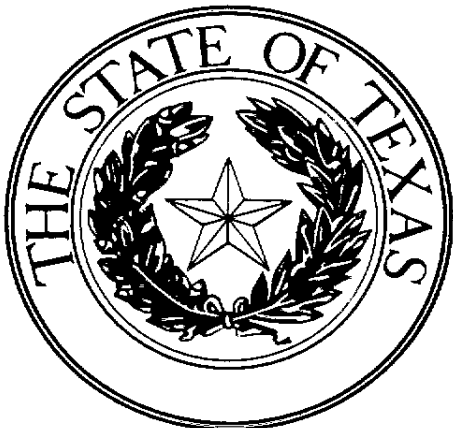
IT IS HEREBY CERTIFIED that
Articles of Organization of

BOOKENDS BEACH II, L.L.C.
File No. 7036105-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

FILED
98 MAY 26 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on April 29, 1998.*



Alberto R. Gonzales
Secretary of State

DAE