

L95000000940

MOSS & ROCOVICH

ATTORNEYS AT LAW

A PROFESSIONAL CORPORATION

FIRST UNION TOWER

10 S. JEFFERSON STREET 24011

P. O. BOX 13606

ROANOKE, VIRGINIA 24035

(540) 982-7078

FAX (540) 982-2443

FILE NO.

November 30, 1995

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

RE: Cape Town, L.C.

Dear Sirs:

Please find enclosed an original and a copy of the Articles of Organization and Affidavit for the above-captioned limited liability company, and a Designation of Registered Agent, along with a check for Three Hundred Thirty-Seven Dollars and Fifty Cents (\$337.50) to cover the filing fees and to receive a certified copy.

Very truly yours,

MOSS & ROCOVICH, P.C.



Gerald A. Dechow

300001653573
-12/05/95--01121--001
****337.50 ****337.50

/scd

Enclosures

SN DEC 07 1995

FILED
DEC 05 11:05
TALLAHASSEE, FLORIDA

FILED
95 DEC -5 AM 10:05
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

**CAPE TOWN, L.C.,
a Limited Liability Company**

1. **Name.** The name of this Limited Liability Company is Cape Town, L.C.
2. **Address.** The Mailing Address and Street Address of the principal office of this Limited Liability Company is:

Mailing Address:

P. O. Box 13606
Roanoke, Virginia 24035

Street Address:

10 S. Jefferson Street, Suite 1100
Roanoke, Virginia 24011

3. **Duration.** The period of duration of this Limited Liability Company is 35 years.
4. **Additional Members.** The right of the Members to admit Additional Members and the terms and conditions of the admissions are:

The Members shall have the right by unanimous agreement to admit additional members on such terms and conditions as the Members shall specify by unanimous agreement and subject to the terms of the Operating Agreement.


5. **Continuation Upon Withdrawal of Member.** The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Withdrawal"), as long as there are at least two remaining Members, and the remaining Members agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Company.

6. **Manager.** This Limited Liability Company shall be managed by a Manager. The name and address of the Manager who is to serve as Manager until the first annual meeting of Members or

until their successors are elected and qualify is:

Gerald A. Dechow
10 S. Jefferson Street, Suite 1100
Roanoke, Virginia 24011

Signature:

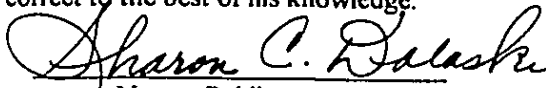

Organizer - Gerald A. Dechow

11/30/95
Date

COMMONWEALTH OF VIRGINIA

CITY OF ROANOKE

I, Sharon C. Dalaski, a Notary Public, do hereby certify that on this 30th day of November 1995, personally appeared before me Gerald A. Dechow, who, being by me first duly sworn, declared that he read and signed the foregoing Articles of Organization and Affidavit and that the statements therein are true and correct to the best of his knowledge.


Notary Public

My commission expires: July 31, 1998.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Cape Town, 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 One thousand dollars (\$1,000.00).
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is One thousand dollars (\$1,000.00). This total includes amounts from 2 and 3 above.



Signature of a member or 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.)

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: Cape Town, L.C..
- 2. The name and address of the registered agent and office is:

Jay Edgar Baily
 Law Offices of Jay Edgar Baily
 46 N. Washington Blvd., Suite 13
 Sarasota, Florida 34236-5928

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.

J. E. Baily
 (Signature)

12/4/95
 (Date)

FILED
 2003-05-11 10:05
 HALL COUNTY CLERK, FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

FILED

96 FEB 14 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
AND BUSINESS
SECRETARY OF STATE
DIVISION OF CORPORATIONS

L9500000940

FILING FEE \$ 238.75
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

1 Name and Mailing Address of Limited Liability Company
DOCUMENT #L9500000940

CAPE TOWN, L.C.
P.O. BOX 13606
ROANOKE VA 24035

96-AR
CM

1a. Principal Place of Business Address
10 S. JEFFERSON ST., STE. 110
ROANOKE VA 24011

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2 Principal Place of Business
2a. Mailing Address

Suite, Apt. #, etc.
City & State
Zip Country

3. Date Organized or Qualified
12/05/1995

3a. State of Formation
FL

4. FEI Number
 Applied For
 Not Applicable

5. Date of Last Report
n/a

6. Certificate of Status Desired
 SA's Additional Fee Required

7. Name and Address of Current Registered Agent
BAILY, JAY E
46 N. WASHINGTON BLVD., STE. 13
SARASOTA FL 34236

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City Zip Code
FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR.	DECHOW, GERALD A	10 S. JEFFERSON ST., STE.	ROANOKE VA 24011
			50000172285 -02/23/96--01025--020 ***238.75 ***238.75

11 I do hereby certify that the information furnished in this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information in this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10.

SIGNATURE: _____ *[Signature]* **2-7-96** **540-982-7878**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #

L95000000940

October 25, 1996

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

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****250.00 ****250.00

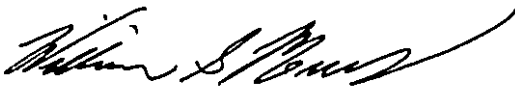
RE: CAPE TOWN, L.C.

Dear Sir/Madam:

Please find enclosed a Supplemental Affidavit of Contributions for the above-referenced limited liability company, along with a check for Two Hundred Fifty Dollars (\$250.00) to cover the filing fee.

If you have any questions, please call me at (540) 342-2100. Thank you.

Very truly yours,



William S. Morris

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV - 8 AM 10: 01

APPROVED
AND
FILED

Enclosures

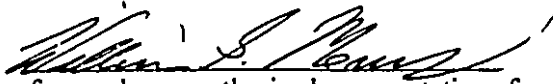
Handwritten notes:
CJ
19500000940
Amend
Nov 8-96
a

**SUPPLEMENTAL AFFIDAVIT OF CONTRIBUTIONS
FOR CAPE TOWN, L.C.**

Pursuant to Florida Statute 608.412, the undersigned member or authorized representative of a member of Cape Town, L.C. deposes and says:

- 1) the total amount of cash contributed by the member(s) is One Thousand Dollars (\$1,000.00);
- 2) the agreed value of property other than cash contributed by member(s) is \$189,000.00. A description of the property is attached and made a part hereto as Exhibit "A";
- 3) the total amount of cash or property anticipated to be contributed by member(s) is \$190,000.00. This total includes amounts from 2 and 3 above.

William S. Morris



Signature of a member or 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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV - 8 AM 10: 04

APPROVED
AND
FILED

EXHIBIT A

Parcel 1

All of the following lot or parcel of land lying and being in the County of Roanoke, Virginia, and more particularly described as follows:

Lot 5, Block 3, as shown by the Second Revised map No. 1 of Sugar Loaf Estates, made by C. B. Malcolm and Son, S.C.E., and recorded in the Clerk's Office of the Circuit Court of Roanoke County, Virginia, in Plat Book 4, page 40.

Parcel 2

All of the following lot or parcel of land lying and being in the City of Salem, Virginia, and more particularly described as follows:

UNIT 2411, Phase 7, Ridgewood Farm Condominium, a condominium, and in accordance with the Declaration duly recorded in Deed Book 84, page 161, and in accordance with the Amendment to Condominium Instruments for Ridgewood Farm Condominium Expanding Expandable Land duly recorded in Deed Book 93, page 191, in the Clerk's Office of the Circuit Court for the City of Salem, Virginia, and according to the map of Ridgewood Farm Condominium Phases 7 & 8, made by Buford T. Lumsden & Associates, P.C., dated December 9, 1983, of record in the Clerk's Office of the Circuit Court for the City of Salem, Virginia, in Plat Book 2, pages 52-53, inclusive.

SECRETARY
TALHSEET
INDEXED

95 NOV - 8 11:10:04

APPROVED
AND
FILED

Parcel 3

All those certain lots or parcels of land lying and being in the City of Roanoke, Virginia, and more particularly described as follows:

BEING Lots 7 and 8, Block 2, according to the Map of W. M. Dillard recorded in the Clerk's Office of the Circuit Court for the City of Roanoke, Virginia, in Map Book 1, page 4, being Official Tax No. 1090446.

Parcel 4

All that certain lot or parcel of land lying and being in the City of Norfolk, Virginia, and more particularly described as follows:

ALL THAT certain lot, piece or parcel of land, with the buildings and improvements thereon, situate, lying and being in the City of Norfolk, Virginia, and being known, numbered and designated as a Portion of Lot 12, in Section B, as shown on the plat entitled, "Plat of Bay View Beach Corporation," which plat is duly recorded in the

Clerk's Office of the Circuit Court of the City of Chesapeake, Virginia, in map Book 16, at pages 95 and 96, and being more particularly described as follows:

BEGINNING at a point on the southern side of Bay View Boulevard in the dividing line between Lots 11 and 12 as shown on said plat, said point being 300 feet east of the southeast intersection of Bay View Boulevard and Devon St.; running thence eastwardly along the southern side of Bay View Boulevard a distance of 50 feet to a point; thence southwardly and parallel to the dividing line between Lots 11 and 12, a distance of 400 feet to a point; thence eastwardly and parallel to Bay View Boulevard a distance of 50 feet to a point in the dividing line between Lots 12 and 13, as shown on said plat; thence southwardly along the dividing line between Lots 12 and 13 a distance of 132 feet to the rear line of Lot 12; thence southwesterly along the rear line of Lot 12 to the dividing line between Lots 11 and 12 as shown on said plat; thence northwardly along said dividing line between Lots 11 and 12 a distance of 590 feet to a point of beginning; save and except that portion of Lot 12 conveyed to Quality Home Builders of Norfolk, Incorporated by deed of the said parties of the first part recorded in the Clerk's Office of the Corporation Court of the City of Norfolk, Virginia, in Deed Book 925, at page 210.