

L99000002298

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000009523 4)))

22

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904)359-2000
Fax Number : (904)359-8700

LIMITED LIABILITY COMPANY

CENTENNIAL AMERICAN PROPERTIES-FLORIDA, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

FOLEY & LARDNER

CHICAGO
DENVER
JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKEE
ORLANDO

ATTORNEYS AT LAW
POST OFFICE BOX 240
JACKSONVILLE, FLORIDA 32201-0240
THE GREENLEAF BUILDING
200 LAURA STREET
JACKSONVILLE, FLORIDA 32202-3510
TELEPHONE (904) 359-2000
FACSIMILE (904) 359-8700

SACRAMENTO
SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
TAMPA
WASHINGTON, D.C.
WEST PALM BEACH

WRITER'S DIRECT LINE
(904) 359-8762

EMAIL ADDRESS
csnider@foleylaw.com

CLIENT/MATTER NUMBER
025331/0123

April 22, 1999

VIA FACSIMILE

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29

Re: Formation/Name Availability of Centennial American Properties-Florida,
L.L.C.

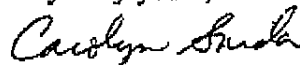
Dear Sir or Madam:

For name availability purposes, your office directed us to present this letter, together with the accompanying Articles of Organization for the formation of CENTENNIAL AMERICAN PROPERTIES-FLORIDA, L.L.C., with CENTENNIAL AMERICAN PROPERTIES, L.L.C., a South Carolina limited liability company, which was authorized to transact business in Florida as a foreign limited liability company on March 20, 1996. In fact, as you will see in the accompanying Articles of Organization, one of the managing members of CENTENNIAL AMERICAN PROPERTIES-FLORIDA, L.L.C. is CENTENNIAL AMERICAN PROPERTIES, L.L.C.

We trust that this explanation will help avoid any problems with name availability for CENTENNIAL AMERICAN PROPERTIES-FLORIDA, L.L.C.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Very truly yours,



Carolyn Snider
Corporate Paralegal

Enclosures

Fax Audit No. H99000009523

ARTICLES OF ORGANIZATION OF CENTENNIAL AMERICAN PROPERTIES-FLORIDA, L.L.C.

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Centennial American Properties-Florida, L.L.C. (the "Company"):

Name and Principal Place of Business. The name of the Company is Centennial American Properties-Florida, L.L.C., and its mailing address shall be P.O. Box 10588, Greenville, South Carolina 29603 and the principal office shall be located at 166 Highway A1A North, Suite 201-M, Ponte Vedra Beach, Florida 32082.

1. Commencement and Duration of Existence. The Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State. The Company's existence shall terminate in the manner provided by law or as provided in the regulations adopted by the member(s) of the Company.

2. Purposes and Powers. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company are:

F & L Corp.
200 Laura Street
Jacksonville, Florida 32202-3520.

4. Admission of Additional Members. Additional members may be admitted as members of the Company upon unanimous agreement of the then existing member(s) of the Company.

5. Continuation of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company the remaining member(s) shall have the right to elect, within 90 days after the occurrence of such event, to continue the business of the Company. The unanimous consent of the remaining members shall be required to continue the business of the Company.

6. Management. The Company is to be managed by its members. The names and addresses of the managing members are:

Prepared by: Linda Y. Kelso (FL Bar No. 298662)

Foley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

Fax Audit No. H99000009523

004.142356.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29

APR. 22. 1999 3:23PM FOLEY & LARDNER

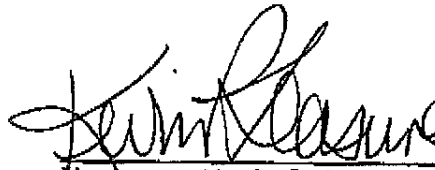
NO. 1775 P. 4

Fax Audit No. H99000009523

fax-2423
Centennial American Real Estate, Ltd.
P.O. Box 10588
Greenville, South Carolina 29603

fax-18
Centennial American Properties, L.L.C.
P.O. Box 10588
Greenville, South Carolina 29603

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 22nd day of April, 1999.



Name: Kevin P. Leasure
Title: Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29


Fax Audit No. H99000009523

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR CENTENNIAL AMERICAN PROPERTIES-FLORIDA, L.L.C.**

The undersigned, the authorized representative of a member of Centennial American Properties-Florida, L.L.C., a Florida limited liability company (the "Company"), deposes and says as follows:

1. The Company has at least one member.
2. The total amount of cash contributed by the member(s) is \$1,000.
3. The agreed value of property other than cash contributed by the member(s) is \$0.
4. The amount of cash or property anticipated to be contributed by member(s) is \$1,000, which amount includes the amounts stated in paragraphs 2 and 3 above.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Membership and Contributions as of April 22, 1999.

By: 
Name: Kevin P. Leasure
Title: Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29

Fax Audit No. H99000009523

ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State of Florida, having been named in Section 4 of Articles of Organization of Centennial American Properties-Florida, L.L.C. (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

EXECUTED this 22ND day of April, 1999.

F & L CORP.

By: Charles V. Hedrick

Name: Charles V. Hedrick

Title: Authorized Signatory

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29