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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUTHORIZATION

COST LIMIT : \$ 285.00

Patricia Pyjot

ORDER DATE : December 30, 1996

ORDER TIME : 10:25 AM

ORDER NO. : 204553-005

500002040985--5

CUSTOMER NO: 10831B

CUSTOMER: Lorri D. Wilson, Legal Asst  
GREENSPOON MARDER HIRSCHFELD  
RAFKIN  
135 West Central, Suite 1100

Orlando, FL 32801

DOMESTIC FILING

NAME: SEGERA RANCH, L.C.

EFFECTIVE DATE:

XX LIMITED LIABILITY COMPANY  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS

RECEIVED  
96 DEC 30 AM 11:25  
DIVISION OF CORPORATION

12/30/96

**ARTICLES OF ORGANIZATION  
OF  
SEGERA RANCH L.C.**

**FILED**  
96 DEC 30 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member desires to form a limited liability company pursuant to Florida Statutes as hereinafter set forth.

**I. PURPOSE**

This limited liability company is created and conducted for the purpose of engaging in any lawful business.

**II. NAME: PLACE OF BUSINESS**

(a) **Name.** The name of this limited liability company shall be Segera Ranch L.C.

(b) **Place of Business.** The principal place of business of the limited liability company shall be 9922 Walzer Way, Windermere, Florida 34786, and such other place or places as may be agreed on by the members.

**III. DURATION**

This limited liability company shall commence on the filing of these Articles with the Department of State, and continue for a period of 29 years from such date, or until dissolved by the members herein as set forth in Article XII of these Articles of Organization.

**IV. CAPITAL CONTRIBUTION**

(a) **Initial Capital.** The initial capital of this limited liability company shall consist of the sum of ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

(b) Additional Contributions. No additional contributions have been agreed to be made by the members.

#### V. PROPERTY

The title to all limited liability company property shall be held in the name of the limited liability company.

#### VI. MANAGEMENT OF BUSINESS

The limited liability company is to be managed by managers. The name and address of the initial manager of the limited liability company who is to serve as the manager until the first annual meeting of members or until his successor is elected and qualifies is:

John Ruggieri  
9922 Walzer Way  
Windermere, FL 34786

#### VII. MEETINGS OF MEMBERS

Without call or notice, the members shall hold regular annual meetings at times and places to be selected by members. In addition, special meetings may be called by any member at any time after the giving of five (5) days' notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. The attendance of any member at a meeting constitutes a waiver of notice of such meeting except in the event that a member attends a meeting and protests the lack of notice to such member. Minutes shall be made of the regular and special meetings of the limited liability company.

#### VIII. ACCOUNTING MATTERS

Books of account shall be kept by the members, and proper entries made therein

of all the sales, purchases, receipts, payments, engagements, transactions, and property of the limited liability company.

#### **IX. TRANSFERABILITY OF INTEREST**

No member shall sell, assign, hypothecate, or otherwise transfer his or her interest in the limited liability company whether voluntarily or involuntarily, without the consent of all the other members.

#### **X. ADMISSION OF MEMBERS**

The admission of new members shall be only by the unanimous vote of the members.

#### **XI. DISSOLUTION**

The limited liability company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or other event under law which terminates the continued membership of a member in a limited liability company, unless the business of the company is continued by the unanimous agreement of all remaining members.

#### **XII. NOTICES TO MEMBERS**

All notices to the members pursuant to these Articles shall be in writing and shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

#### **XIII. REGISTERED AGENT**

The Initial Registered Agent for this limited liability company shall be Michael Marder whose address is at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 135 West Central Boulevard, Suite 1100, Orlando, Florida 32801.

#### XIV. AMENDMENTS

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by the unanimous consent of the members, and such amendments shall be filed with the Department of State.

IN WITNESS WHEREOF, John Ruggieri, as Member, has executed these Articles  
of Organization this 18 day of December, 1996.

**WITNESSES:**

Lucille Walls-Benton

John Ruggieri  
John Ruggieri, Member

STATE OF FLORIDA )  
 )  
COUNTY OF Orange )

**SS:**

The foregoing instrument was acknowledged before me this 18 day of December, 1996, by John Ruggieri.

Bessie H. Chape  
(SIGNATURE OF NOTARY PUBLIC,  
STATE OF FLORIDA)  
BESSIE H. CHAPE  
My Comm Exp. 8/19/99  
Bonded By Service Inc.  
NO. DC 12219  
(Print, type or stamp Commission Name  
of Notary Public) ~~11~~ ~~11~~

Personally known ✓ or produced identification       

Type of identification produced: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**  
**OF**  
**REGISTERED AGENT**

Segera Ranch L.C., desiring to organize pursuant to Florida Statutes, with its registered office, as indicated in its Articles of organization in the City of Orlando, County of Orange, State of Florida, has named Michael Marder, located at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 135 West Central Boulevard, Suite 1100, Orlando, Florida 32801, as its registered agent within the state.

Having been named registered agent for the above stated limited liability company at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes thereto.

  
\_\_\_\_\_  
Michael Marder

STATE OF FLORIDA )  
 )  
COUNTY OF )

AFFIDAVIT

SS.:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member of Segera Ranch L.C. hereby states under oath the following with respect to Segera Ranch L.C.:

1. Segera Ranch L.C. has at least two members;
  2. The amount of cash to be contributed by the members is \$1,000.00;
  3. No property other than cash is anticipated to be contributed by the members;
- and
4. The additional amounts anticipated to be contributed by the members to the Company is zero.

FURTHER AFFIANT SAYETH NAUGHT.

John Ruggieri  
John Ruggieri

STATE OF FLORIDA )  
 )  
COUNTY OF Orange )

SS:

The foregoing instrument was acknowledged before me this 18 day of December, 1996, by John Ruggieri, who is personally known to me [ or has produced \_\_\_\_\_ as identification].

Bonnie H. Chapp  
(SIGNATURE OF PERSON MAKING ACKNOWLEDGEMENT)

My Comm Exp. 8/1999  
Bonded By Service Inc  
No. CC489319  
(Name of acknowledger, typed, printed or stamped)

\_\_\_\_\_  
(Title or rank (serial number, if any))