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LAW OFFICES

REINMAN MATHESON KOSTRO & VAUGHAN, P.A.

MELBOURNE • ORMOND BEACH

James L. Reinman
Maureen Monaghan Matheson
Victor S. Kostro
Kathryn A. Vaughan

1825 Riverview Drive
Melbourne, Florida 32901
Telephone (321) 768-2001
Facsimile (321) 676-0729

January 25, 2000

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

Re: **Tierra Verde, L.L.C. - Articles of Organization**

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of Articles of Organization of the limited liability company, Tierra Verde, L.L.C. Please file same and return verification of filing to this office.

Also enclosed is our check in the amount of \$125.00 as filing fee, including designation of registered agent. Should you have any questions regarding this filing, please contact the undersigned

Sincerely,

Victor S. Kostro

VICTOR S. KOSTRO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 AM 9:17

Name Availability	
Document Examined	SK: pip
Enclosures	DCC
Updater	
Updater Verifyer	PHYLLIS P. FORMLETT SEC-STAT.LLC DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

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ARTICLES OF ORGANIZATION
OF
TIERRA VERDE, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 AM 9:17

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization ("Articles"). I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I - NAME

The name of the limited liability company shall be TIERRA VERDE, L.L.C. ("Limited Liability Company").

ARTICLE II - EFFECTIVE DATE

Pursuant to Section 608.409(1), Fla. Stat. (1997), the Limited Liability Company's existence shall begin at the date and time when the Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on the original document.

ARTICLE III - ADDRESS

The street address of the principal office of the business shall be located at 220 S. BelAire Drive, Merritt Island, Florida 32952, and the mailing address of the principal office of the business shall be 577 Capri Road, Cocoa Beach, Florida 32931, or such a place as may be designated by the Member(s).

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of the Limited Liability Company is 220 S. BelAire Drive, Merritt Island, Florida 32952, and the name of the Limited Liability Company's initial Registered Agent is David Jerome Wells.

ARTICLE V - PURPOSES AND POWERS

The purpose and character of the Company is to engage in any activity or business authorized under the Florida Statutes. In general, the Limited Liability Company shall carry on any and all incidental business; to have and exercise all the powers conferred by the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do. The Company shall have all powers granted to limited liability companies under Florida law.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE VI - DURATION

The Limited Liability Company shall commence its existence on the date these Articles are filed by the Florida Department of State. The Limited Liability Company's existence shall terminate not later than December 31, 2030, or upon dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statute 608.441, or as provided in the Regulations adopted by the Member(s).

ARTICLE VII - INITIAL MEMBERS

The Initial Members of this Limited Liability Company and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
David Jerome Wells	577 Capri Road Cocoa Beach, Florida 32931
Valerie J. Wells	577 Capri Road Cocoa Beach, Florida 32931

ARTICLE VIII - MANAGEMENT

The Limited Liability Company shall be managed by its Member(s) in proportion to the percentage interest of each initial Member as set forth in the L.C. Regulations for the Limited Liability Company and as adjusted from time to time to reflect the percentage interest of any additional Member(s); provided, however, that the Member(s) may, by regulation or operating agreement, provide for the management of the Limited Liability Company by the Member(s) in a manner disproportionate to the Member(s)' percentage interest adjusted as hereinabove set forth.

ARTICLE IX - ADDITIONAL MEMBER(S)

Additional Member(s) may be admitted to the Limited Liability Company only upon the unanimous vote of the existing Member(s). New Member(s) may be admitted upon such terms and conditions as the existing Member(s) may determine.

ARTICLE X - DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the Member(s) may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Limited Liability Company, the Limited Liability Company shall be dissolved unless within

thirty (30) days after such event, the remaining Member(s) agree in writing to continue the business of the Limited Liability Company.

ARTICLE XI - INDEMNIFICATION

The Limited Liability Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Limited Liability Company. The Limited Liability Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Limited Liability Company, or is or was serving at the request of the Limited Liability Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and

in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Limited Liability Company.

ARTICLE XII - POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Limited Liability Company shall be vested solely in the Member(s) of the Limited Liability Company, and shall be by a majority vote of approval of the Member(s).

ARTICLE XIII - LIMITATION OF LIABILITY OF MEMBER(S)

The personal liability of the Member(s) to the Limited Liability Company and other Member(s) shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Limited Liability Company.

ARTICLE XIV - TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Member(s). Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

ARTICLE XV - LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Limited Liability Company shall be vested in the Member(s) of the Limited Liability Company. Regulations adopted by the Member(s) may be repealed or altered; new regulations may be adopted by the

Member(s); and the Member(s) may prescribe in any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the Limited Liability Company not inconsistent with Florida law or the Articles of Organization.

IN WITNESS WHEREOF, the Initial Members have caused these Articles of Organization to be executed this 25th day of January, 2000.

By: _____

DAVID JEROME WELLS, Member

By: _____

VALERIE J. WELLS, Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 AM 9:17

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 608.407, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that TIERRA VERDE, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in Merritt Island, County of Brevard, State of Florida, has named David Jerome Wells, located at 220 S. BelAire Drive, Merritt Island, FL 32952, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office, and as Registered Agent am familiar with, and accept, the obligations of that position.

By: _____

DAVID JEROME WELLS

00 JAN 28 AM 9:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS