

Law Offices

# L00000001264

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March 27, 2000

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

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**Re: River Grove on the Trail, L.C.**

Dear Sir:

Enclosed please find an original and one copy of Amendment and Restated Articles of Organization of the above-named limited liability company which we will thank you to file. A check in the sum of \$35.00 covering the requisite filing fees is also enclosed.

Kindly return a certified copy to us in the enclosed prepared envelope

Very truly yours,

*William C. Potter*  
William C. Potter

WCP:bvt  
Enclosures

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
RIVER GROVE ON THE TRAIL, L.C.**

These Amended and Restated Articles of Organization are duly executed and are filed in accordance with section 608.411, Florida Statutes. The present name of the limited liability company is River Grove on the Trail, L.C. which is the name under which it was originally filed. The original Articles of Organization were filed on February 1, 2000. The effective date of these Amended and Restated Articles of Organization shall be the date of filing in the Office of the Secretary of State.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We 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 AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be River Grove on the Trail, L.C. and its principal office shall be located at 2825 Business Center Boulevard, Suite A1-R in the City of Melbourne, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of 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.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm,

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association, or corporation carrying on any kind of business of similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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 III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV

#### MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Kathie A. Levison  
Box 6462  
Ketchum, ID 83340

Elizabeth Mullins  
Post Office Box 7184  
Rancho Santa Fe, CA 92067

Warren C. Gifford, III  
1946 Beverly Road  
Columbus, OH 43221

#### ARTICLE V

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI

#### CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of \$ 500.00 cash shall be paid to the limited liability company by each of the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

## ARTICLES VII

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Kathie A. Levison	-	one-third (1/3)
Elizabeth Mullins	-	one-third (1/3)
Warren C. Gifford III	-	one-third (1/3)

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commence of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Amended and Restated Articles of Organization.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Kathie A. Levison	-	one-third (1/3)
Elizabeth Mullins	-	one-third (1/3)
Warren C. Gifford III	-	one-third (1/3)

## ARTICLE VIII

### DURATION

This limited liability company shall exist until January 1, 2030, or dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2825 Business Center Boulevard, Suite A1-R, City of Melbourne, County of Brevard, State of Florida, 32940, and the name of the company's initial registered agent at that address is Donald Simms.

The undersigned, being the members of the limited liability company, certify that

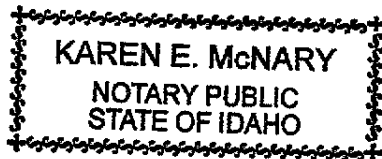
this instrument constitutes the proposed Amended and Restated Articles of Organization of RIVER GROVE ON THE TRAIL, L.C.

Executed by the undersigned, Kathie A. Levison at Ketchum, Idaho, on March 24, 2000.

Kathie A. Levison  
Kathie A. Levison

State of IDAHO                    }  
                                          Ss  
County of BLAINE            }

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March, 2000, by Kathie A. Levison on behalf of River Grove on the Trail, L.C., a limited liability company. She is personally known to me.



Karen E. McNary  
Notary Public  
My commission expires 9-28-04

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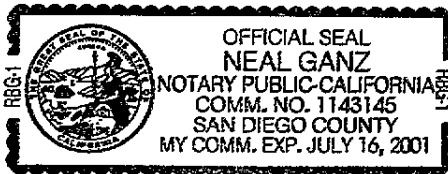
Executed by the undersigned, Elizabeth Mullins at Rancho Santa Fe, California, on March \_\_\_, 2000.

Elizabeth Mullins  
Elizabeth Mullins

State of CALIFORNIA }  
County of San Diego } Ss

The foregoing instrument was acknowledged before me this 24 day of March, 2000, by Elizabeth Mullins on behalf of River Grove on the Trail, L.C., a limited liability company. She is personally known to me.

Neal Ganz  
Notary Public  
My commission expires



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Executed by the undersigned, Warren C. Gifford III at Columbus, Ohio, on March  
24, 2000.

Warren C. Gifford III  
Warren C. Gifford III

State of OHIO

}

Ss

County of Franklin }

The foregoing instrument was acknowledged before me this 24 day of March,  
2000, by Warren C. Gifford III on behalf of River Grove on the Trail, L.C., a limited liability  
company. He is personally known to me.



MARCIA KLINE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES MAY 3, 2003

Marcia Kline  
Notary Public  
My commission expires MAY 3, 2003

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