

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

L000000001799

CONTACT: CINDY HICKS

DATE: 02-17-00

100003138471--1  
-02/17/00-01023--009  
\*\*\*\*160.00 \*\*\*\*160.00

REF. #: 0457.10717

CORP. NAME: The Fountains at Bay Hill 2, L.L.C.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                        |
| <input type="checkbox"/> OTHER: _____                |   |   |

STATE FEES PREPAID WITH CHECK# 3640 FOR \$ 160.<sup>00</sup>

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |  |   |

Examiner's Initials

APPROVED  
AND  
FILED  
00 FEB 17 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 FEB 17 AM 10:3  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

VB  
2-17-00

**ARTICLES OF ORGANIZATION  
OF  
THE FOUNTAINS AT BAY HILL 2, L.L.C.**

**ARTICLE I**

**NAME**

The name of this limited liability company (the "Company") shall be **THE FOUNTAINS AT BAY HILL 2, L.L.C.** and its mailing address is 5301 Conroy Road, Suite 180, Orlando, Florida, 32811, and the principal place of business of the Company shall be located at 5301 Conroy Road, Suite 180, Orlando, Florida, 32811.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Company shall commence existence on the date these Articles of Organization are filed with the Secretary of the State of Florida and shall continue in existence until terminated by requirement of law or by the decision of the Member.

**ARTICLE III**

**GENERAL PURPOSE AND POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, with such limitations as may be set forth in the Company Regulations from time to time.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be located at 5301 Conroy Road, Suite 180, Orlando, Florida, 32811, and the initial registered agent of this Company at that address shall be Charles Whittall. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

RECEIVED  
AND  
FILED  
00 FEB 17 PM 11:03  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## ARTICLE V

### MANAGEMENT

The Company will be managed by its Member as further provided in the Company's Regulations. The name and street address of the initial Member is:

Bay Hill Fountains, L.L.C., a Florida limited liability corporation  
5301 Conroy Road, Suite 180  
Orlando, Florida 32811

## ARTICLE VI

### REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in its Member.

## ARTICLE VII

### ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by the Member.

## ARTICLE VIII

### DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

### DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion 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 Members may continue the business of the Company as provided in the Regulations of the Company.

APPROV  
AND  
FILED  
00 FEB 17 AM 11:  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IX**

**AMENDMENT**

The right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, is reserved to the Member.

**ARTICLE X**

**HEADINGS AND CAPTIONS**

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, effective as of the date set forth in Article II.

SOLE MEMBER:

BAY HILL FOUNTAINS, L.L.C., a Florida  
Limited Liability Company

By: WM Fountains, L.L.C., a Florida Limited  
Liability Company

By: \_\_\_\_\_

Charles Whittall, Chief Executive Officer

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AND  
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00 FEB 17 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

**THE FOUNTAINS AT BAY HILL 2, L.L.C.** (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **CHARLES WHITTALL** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 5301 Conroy Road, Suite 180, Orlando, Florida, 32811.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 14<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
Charles Whittall  
Registered Agent

APPROVED  
AND  
FILED  
00 FEB 17 09:11:03  
CLERK OF THE  
COURT  
JULIA A. SWEET, CLERK