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AUTHORIZATION : Patricia Pigato

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ORDER DATE : July 26, 2000

ORDER TIME : 10:25 AM

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CUSTOMER NO: 7103152

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CUSTOMER: Kevin R. Lottes, Esq  
Goodlette Coleman & Johnson,  
P.a.  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: FRASER/BCB HOMES II, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

RECEIVED  
00 JUL 26 AM 11:29  
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00 JUL 26 PM 2:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32311

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 26 PM 2:44

**ARTICLES OF ORGANIZATION  
OF  
FRASER/BCB HOMES II, L.L.C.**

The undersigned, being an initial Member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be **FRASER/BCB HOMES II, L.L.C.**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **3606 Enterprise Avenue, Naples, Florida 34104.**

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **3606 Enterprise Avenue, Naples, Florida 34104**, and the name of the initial registered agent at such address is **Joseph C. Smallwood, Jr.**

**ARTICLE IV  
ADMISSION OF MEMBERS**

The Members of the Company may admit new Members to the Company upon the prior written consent of all then-existing Members of the Company. Newly admitted Members shall have all of the rights and privileges of other Members of the Company.

**ARTICLE V  
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI  
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other event that would terminate the continued membership of the Member in the Company, the remaining Members, if any, shall have the right to continue the business of the Company upon the unanimous written consent of all remaining Members.

**ARTICLE VII  
ADOPTION OF REGULATIONS**

The initial Regulations of the Company shall be adopted by its initial Members. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VIII  
MANAGEMENT**

The Company will be managed by its Members, who shall be designated, appointed or elected as more fully described in the Regulations. The initial number of Members of the Company shall be two (2). The number of Members may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business addresses of the Members who shall serve as the initial Members are:

**Boran Craig Barber Homes, Inc.  
3606 Enterprise Avenue  
Naples, Florida 334104-3698**

**Alan Fraser Homes Corporation  
c/o Steven L. Cantor, Esq.  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131**

IN WITNESS WHEREOF, the undersigned, being an initial Member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 20<sup>th</sup> day of July, 2000.

**BORAN CRAIG BARBER HOMES, INC.**  
A Florida corporation

By: 

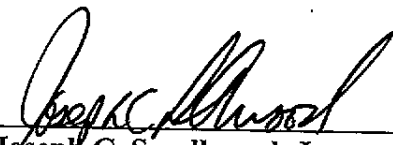
Printed Name: Joseph C. Smallwood

Its: President

Date: 7-20-00


**ACCEPTANCE BY REGISTERED AGENT**

I, Joseph C. Smallwood, Jr., having been duly designated to act as registered agent and to accept service of process for Fraser/BCB Homes II, L.L.C., a limited liability company to be organized under the Florida Limited Liability Company Act, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the designations of my position as Registered Agent.

  
\_\_\_\_\_  
Joseph C. Smallwood, Jr.

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 20<sup>th</sup> day of July, 2000, by Joseph C. Smallwood, Jr., who is personally known to me or has produced a Florida drivers license as identification.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:

(Notary Seal)

lottes.bcb.llc.art

