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HAROLD E. WOLFE, JR.\*

\*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

\* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

\* FLORIDA BAR BOARD

CERTIFIED ESTATE

PLANNING AND PROBATE

ATTORNEY

September 22, 2000

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32314

600003403656--0  
-09/25/00--01150--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

W-23639

Re: Recording of the Articles of Organization for  
Evermere, L.L.C.

Dear Sir:

600003403656--0  
-10/12/00--01041--002  
\*\*\*\*\*46.25 \*\*\*\*\*46.25

Enclosed please find the original and one copy of the Articles of Incorporation for Evermere, L.L.C.. for filing in the public records. Also enclosed is a check for \$78.75 representing the following fees:

|                              |          |
|------------------------------|----------|
| Filing Fee                   | \$35.00  |
| Certified Copy Fee           | 8.75     |
| Registered Agent Designation | 35.00    |
| Total                        | \$ 78.75 |

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00 OCT 12 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We would appreciate your filing the Articles at your earliest convenience and returning the certified copy to us in the stamped, self-addressed envelope which we have enclosed for your convenience.

mt  
10/12



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 28, 2000

HAROLD E. WOLFE JR, P.A.  
STE 302, EXECUTIVE CENTRE  
2300 PALM BEACH LAKES BLVD  
WEST PALM BEACH, FL 33409-3306

SUBJECT: EVERMERE, L.L.C.  
Ref. Number: W00000023639

We have received your document for EVERMERE, L.L.C. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$46.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 600A00051075

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

EVERMERE, L.L.C.

I, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "EVERMERE, L.L.C."

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

15116 Oak Chase Court

Wellington, FL 33414

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TALLAHASSEE, FLORIDA

#### ARTICLE IV – REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Blvd., Suite 217, West Palm Beach, Florida 33409. The name of the registered agent at such registered office is RICHARD SCHWARTZ, C.P.A.

#### ARTICLE V – ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

#### ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a

Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

#### ARTICLE VII – COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by a single Manager, LYNDAL ALICKI GILCHRIST, during her lifetime and no other person or individual shall have the right to so manage this Limited Liability Company unless LYNDAL ALICKI GILCHRIST resigns, dies, voluntarily retires or consents in writing to a successor Manager; provided, however, that LYNDAL ALICKI GILCHRIST may designate in writing a Manager to serve in her place and stead during any such period that LYNDAL ALICKI GILCHRIST so designates. Accordingly, this Limited Liability Company is to be as Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by LYNDAL ALICKI GILCHRIST until her resignation, death, retirement, consent to a successor Manager or designation of a Manager to serve in her place and stead as aforesaid. Upon LYNDAL ALICKI GILCHRIST'S resignation, death, retirement or written consent to a successor Manager, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the name and address of the Manager of this Limited Liability Company is:

| <u>Name of Manager</u>  | <u>Address</u>                                |
|-------------------------|---|
| LYNDAL ALICKI GILCHRIST | 15116 Oak Chase Court<br>Wellington, FL 33414 |

## ARTICLE VIII – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

## ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership, investment and sale of real estate (including undeveloped land), mortgages and other investment vehicles.

## ARTICLE X – OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability

and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, a Member of this limited liability company has executed these Articles of Organization on this 22 day of September, 2000.

EVERMERE, L.L.C.

By: Lynda Allicki-Gilchrist  
LYNDA ALICKI GILCHRIST  
Member

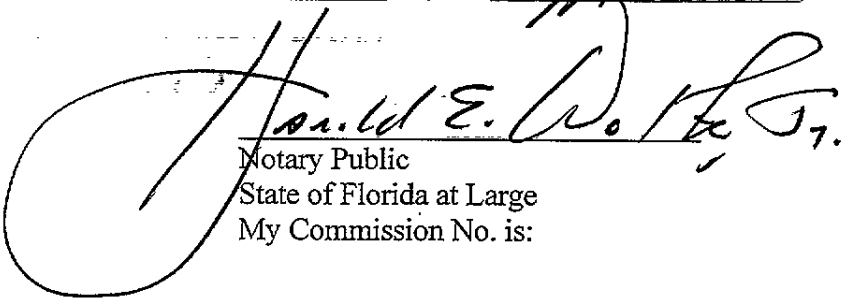
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA           )  
  ) SS.  
COUNTY OF PALM BEACH)

BEFORE ME personal appeared LYNDA ALICKI GILCHRIST, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22<sup>nd</sup> day of September,  
2000.

**HAROLD E. WOLFE, JR.**  
Notary Public, State of Florida  
My comm. exp. Dec. 4, 2002  
Comm. No. CC791797

  
Notary Public  
State of Florida at Large  
My Commission No. is:

My Commission Expires:

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00 OCT 12 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is  
submitted:

That EVERMERE, L.L.C. desiring to organize or qualify under the laws of the State of  
Florida as a limited liability company with its principal place of business in the City of West Palm  
Beach, State of Florida, has named RICHARD SCHWARTZ, C.P.A., located at 2300 Palm Beach  
Lakes Blvd., Suite 217, West Palm Beach, Florida 33409, as its agent to accept service of process.

Signature: Lynda Allicki Gilchrist  
LYNDA ALICKI GILCHRIST  
Title: Incorporating Member

Date: 9-22-00

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00 OCT 12 PM 1:35  
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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

  
RICHARD SCHWARTZ, C.P.A.

9/22/00  
DATE:

Articles of Organization/EVERMERE, L.L.C.

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00 OCT 12 PM 1:35  
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