

**L00000013554**

Florida Department of State  
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From: Account Name : BEDZOW, KORN, BROWN, MILLER & ZEMEL, P.A.  
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**LIMITED LIABILITY COMPANY**  
**CAPTIVA LAKES VILLAS L.C.**

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ARTICLES OF ORGANIZATION  
OF  
CAPTIVA LAKES VILLAS L.C.

The undersigned, the initial member of CAPTIVA LAKES VILLAS L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: CAPTIVA LAKES VILLAS L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

307 South 21st Avenue  
Hollywood, Florida 33020

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

307 South 21st Avenue  
Hollywood, Florida 33020

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**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be.

GARY A. KORN, ESQ.  
BEDZOW, KORN, MILLER & ZEMEL, P.A.  
20803 Biscayne Boulevard  
Suite 200  
Aventura, Florida 33180  
(305) 935-6888

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations adopted by the Company.

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**ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

**ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager of the Company is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until his successors are elected and qualify.

Initial Manager:	HARVEY BIRDMAN
Address:	307 South 21st Avenue Hollywood, Florida 33020

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

**ARTICLE XII. AMENDMENT OF REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations adopted by the Company upon the affirmative vote of a majority of those managers of the Company

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**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the  
Florida Limited Liability Company Act:

Having been appointed registered agent of CAPTIVA LAKES  
VILLAS L.C. in its Articles of Organization, at the place  
designated in such Articles of Organization, the undersigned  
hereby agrees to act in this capacity and affirms that he is  
familiar with, and accepts, the obligations of such position.

Dated: October 31, 2000

  
GARY A. KORN

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