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Tallahassee, Florida 32301
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821394/15500C

November 13, 2000

L0000000/3884

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Charter Communities LLC

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

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***155.00 ***155.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILE
2ND

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
113-00

**ARTICLES OF ORGANIZATION
OF
CHARTER COMMUNITIES, L.L.C.**

The undersigned, for the purposes of forming a limited liability company under Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Charter Communities, L.L.C. ("Company"). The principal place of business and mailing address of the Company in Florida shall be 2110 Monterey Drive, Naples, FL 34119.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from that date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to (i) to purchase and develop lots in Florida, (ii) to own, hold, maintain, encumber, lease, sell, transfer or otherwise dispose of all property or assets or interests in property or assets as may be necessary, appropriate or convenient to accomplish the activities described in clause (i) above, (iii) to incur indebtedness or obligations in furtherance of the activities described in clauses (i) and (ii) above, and (iv) to conduct such other activities as may be necessary or incidental to the foregoing, including the construction of residential structures, all on the terms and conditions and subject to the limitations set forth in the Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is A. Douglas Grace, Jr., 4642 Gulf Avenue, North Fort Myers, FL 33903.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

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ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These 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. The name and address of the initial manager of the Company is Duane R. Swanson, 7751 Bayshore Road, North Fort Myers, FL 33917.

The names and addresses of the members of the Company are:

NAME	ADDRESS
D.R.S., LLC	7751 Bayshore Road North Fort Myers, FL 33917
Catherine Backos	7413 Meldin Court Naples, FL 34104
Michael Stein	216 Monterey Drive Naples, FL 34119

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 8th day of November, 2000.

Duane R. Swanson
Duane R. Swanson,
Manager, D.R.S. LLC.

Catherine Backos
Catherine Backos

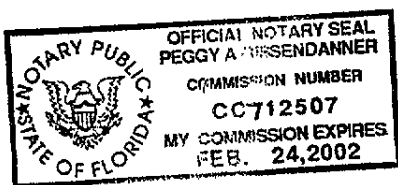
Michael J. Stein
Michael Stein

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared DUANER. SWANSON, Manager of D.R.S. LLC, to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand affixed my official seal this 8th day of November, 2000.

(Notarial Seal)



Peggy A. Gissendanner
Notary Public
Print Name: Peggy A. Gissendanner
Commission No. CC712507
Commission Expires: _____

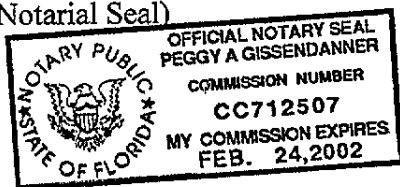
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared CATHERINE BACKOS, to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand affixed my official seal this 2nd day of November, 2000.

(Notarial Seal)



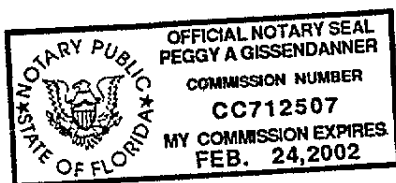
Peggy A. Gissendanner
Notary Public
Print Name: Peggy A. Gissendanner
Commission No. _____
Commission Expires: _____

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared MICHAEL STEIN, to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand affixed my official seal this 2nd day of November, 2000.

(Notarial Seal)

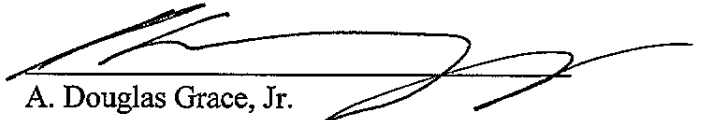


Peggy A. Gissendanner
Notary Public
Print Name: Peggy A. Gissendanner
Commission No. _____
Commission Expires: _____

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CHARTER COMMUNITIES, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company and agrees to comply with the provisions of all statutes relative to the proper performance of my duties.


A. Douglas Grace, Jr.
Registered Agent

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**EXHIBIT "A" TO
ARTICLES OF ORGANIZATION OF
CHARTER COMMUNITIES, L.L.C.**

<u>MEMBER</u>	<u>CONTRIBUTION</u>
D.R.S., LLC	\$200,000.00
Catherine Backos	\$200,000.00
Michael Stein	\$200,000.00

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