

L0000000/6342



ACCOUNT NO. : 072100000032

REFERENCE : 948923 83086A

AUTHORIZATION : Patricia Ligato

MJH

COST LIMIT : \$ 160.00

ORDER DATE : December 29, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 948923-005

CUSTOMER NO: 83086A

000003517020--8

CUSTOMER: Ms. Sunita Brijmohan  
Palmer Palmer & Mangiero, P.A.

Falls Professional Center  
12790 South Dixie Highway  
Miami, FL 33156

DOMESTIC FILING

NAME: SAVANNAH SPRINGS LLC

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130

EXAMINER'S INITIALS:

RECEIVED  
00 DEC 29 PM 2:16  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
00 DEC 29 AM 11:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 DEC 29 PM 2:17  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

**ARTICLES OF ORGANIZATION  
OF  
SAVANNAH SPRINGS LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be **SAVANNAH SPRINGS LLC.**

**ARTICLE II  
DURATION**

This Limited Liability Company shall exist for not more than thirty (30) years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III  
PURPOSE**

This Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 1773 NW 79 Avenue, Miami, Florida 33126-1112 the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability Company is Calvin H. Babcock, whose address is 1773 NW 79 Avenue, Miami, Florida 33126-1112.

**ARTICLE V**  
**CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than One Hundred Dollars (\$100) contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**  
**AND**  
**TRANSFER OF MEMBERS' INTEREST**

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

**ARTICLE VII**  
**MEMBERS AND MANAGEMENT OF BUSINESS**

The name and address of the members of this Limited Liability Company are:

NAME

ADDRESS

**CALVIN H. BABCOCK**

**1773 NW 79 Avenue  
Miami Florida 33126-1112**

**C. TERRY GRIFFIN**

**C/O Preferred Properties Inc.  
3705 Commercial Way  
Spring Hill, Florida 34606**

**CHARLES I BABCOCK III**

**C/O Cornerstone Communities  
1934 Soule Road, Suite A  
Clearwater, Florida 33759**

**ROBERT E. BASS**

**C/O Cornerstone Communities  
1934 Soule Road, Suite A  
Clearwater, Florida 33759**

**KING CHARTER COMPANY**

**2125 Windward Way, Suite 200  
Vero Beach, Florida 32963**

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint Calvin H. Babcock, as its Special Manager to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. The general or special managers are authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company.

**ARTICLE VIII**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY**  
**OR EXPULSION**

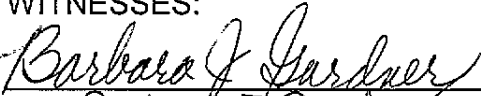
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.


**ARTICLE IX**  
**AMENDMENTS**

These Articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being of the initial members have executed these Articles of Organization on this 22 day of December, 2000.

WITNESSES:


  
Print: Barbara J. Gardner

  
Print: Calvin H. Babcock

  
Print: PAUL PALMER

STATE OF FLORIDA            )  
  ) SS  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 27 day of December, 2000, by Calvin H. Babcock, who is personally known to me or who has produced a drivers license as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

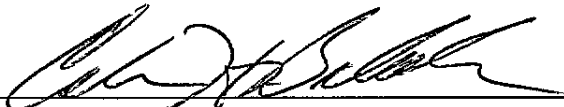


Paul Palmer  
MY COMMISSION # CC755342 EXPIRES  
July 27, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with §48.091, Florida Statutes, the following is submitted:

That **SAVANNAH SPRINGS LLC**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1773 NW 79 Avenue, Miami Florida 33126-1112, has named Calvin H. Babcock located at 1773 NW 79 Avenue, Miami Florida 33126-1112, , as its registered agent to accept service of process within Florida.

  
\_\_\_\_\_  
Calvin H. Babcock  
TITLE: Special Manager  
DATE: December 22, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Calvin H. Babcock

Date: December 22, 2000