

L010000000122

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference: \_\_\_\_\_  
(Sub Account)

Date: 1/3/01

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

000003522138-3

Contact Name: Kim Pullen (303)  
Cheryl Iglar (252)

Corporation Name: Southlake Utilities Holding, LLC

Entity Number (if applicable): \_\_\_\_\_

Authorization: Kim Pullen  
\$13000

Certified Copy (1-9)

UCC'S

RECEIVED  
01 JAN - 3 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
11 JAN - 11 AM 11:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

New Filings

Plain Stamped Copy

Certificate of Status  
 Annual Report  
 Registration

Fictitious Name

Amendments

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

( ) Mail Out

APPROVE  
AND  
FILED

CF Internal Use Only

Client: 23271 Matter: 81317

TAL#501656.01

JP 3-01

**ARTICLES OF ORGANIZATION  
OF  
SOUTHLAKE UTILITIES HOLDING, L.L.C.**

The undersigned organizer, who is the authorized representative of the sole Member of SOUTHLAKE UTILITIES HOLDING, L.L.C., a Florida limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization (the "Articles").

**ARTICLE 1. - NAME**

The name of the Company is SOUTHLAKE UTILITIES HOLDING, L.L.C., a Florida limited liability company.

**ARTICLE 2. - DURATION**

The period of duration of the Company shall be perpetual, unless terminated earlier pursuant to the Company's Regulations (the "Regulations").

**ARTICLE 3. - POWER**

The Company shall have all of the powers as are provided for the Act.

**ARTICLE 4. - PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is: 3856 Oakton Street, Skokie, Illinois 60076-3456.

**ARTICLE 5. - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent of the Company for service of process is William J. Deas, Esquire, 2215 River Boulevard, Jacksonville, Florida 32204.

**ARTICLE 6. - INITIAL MEMBER**

The initial Member of the Company shall be Cagan Crossings, Ltd., a Florida limited partnership.

**ARTICLE 7. - ADDITIONAL MEMBERS**

The Members shall be entitled to admit additional Members upon the consent of the Managing Member. Following the consent of the Managing Member, any prospective Member shall become a Member upon

payment of his, her, or its contribution to the capital of the Company and upon such prospective Member's agreement to comply with the Articles and the Regulations.

**ARTICLE 8. - DISSOLUTION OF COMPANY**

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member shall terminate the membership of that Member in the Company. Upon the occurrence of any such event or any other event that terminates the continued membership of a Member in the Company, the Company shall be dissolved unless all of the remaining Members consent to continue the existence of the Company.

**ARTICLE 9. - MANAGING MEMBER**

The Management of the Company shall be vested in the Managing Member as set forth in the Regulations. The name and address of the initial Managing Member of the Company, who shall serve as the Managing Member of the Company until its successor is elected and qualified is as follows:

**NAME:**

**ADDRESS:**

Cagan Crossings, Ltd., a  
Florida limited partnership

3856 Oakton Street  
Skokie, Illinois 60076-  
3456

**ARTICLE 10. - RETURN OF CAPITAL**

No Member shall have the right to the return of its contribution to capital except as provided in the Regulations.

**ARTICLE 11. - AMENDMENT OF ARTICLES OF ORGANIZATION**

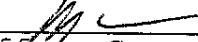
These Articles may be amended by a majority vote of the Members of the Company.

**ARTICLE 12. - REGULATIONS**

Regulations of the Company shall be initially approved and adopted by the Managing Member and may be subsequent amended by the Managing Member.

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles Of Organization as of the 29th day of December, 2000.

APPROVE  
AND  
FILED  
01 JAN -3 PM '00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By:   
Jeffrey Cagan, Organizer

APPROVED  
AND  
FILED  
01 JAN -3 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for Southlake Utilities Holding, L.L.C. at the place designated in the Articles of Organization, hereby accepts the appointment as Registered Agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties; and acknowledges that he is familiar with and accepts the obligations of his position as Registered Agent.



\_\_\_\_\_  
William J. Deas, Esquire

Date: January 2, 2001

APPROVED  
AND  
FILED  
01 JAN -3 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12/28/00