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January 29, 2001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/30/01--01105--012
***155.00 ***155.00

Re: Articles of Organization for Palm Beach Homes, L.C.

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Articles of Organization for Palm Beach Homes, L.C. Also enclosed is this firm's check in the amount of \$155.00 which represents the filing fee and certified copy fee for same.

Please file the original Articles of Organization with the Secretary of State and return a certified copy of the Articles of Organization to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Gregory C. Picken
Gregory C. Picken

GCP:rj
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 30 PM 2:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 30 PM 2:14

ARTICLES OF ORGANIZATION

FOR

PALM BEACH HOMES, L.C. **a Florida Limited Liability Company**

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

1. **Name.** The name of this company shall be **PALM BEACH HOMES, L.C.**

2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. **Company Address.** The mailing address and the street address of the company is:

12575 U.S. Highway One, Suite 201
Juno Beach, Florida 33408

4. **Registered Agent.** The name and street address of the initial registered agent and office for this company is as follows:

Gregory C. Picken, Esq.
Gary, Dytrych & Ryan, P.A.
701 US Highway One, Suite 402
North Palm Beach, Florida 33408

5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional Members may be admitted only upon the approval of the majority of the non-transferring members of the company upon the written application of such new Member, in the manner set forth in the Regulations of the company.

6. **Right to Continue Business.** The company shall be dissolved 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, unless the business of the company is continued by the consent of all the remaining Members.

7. **Management of Company.** The management of the company is reserved to all the Members, to be exercised as provided in the Regulations. The names and addresses of the Members are:

<u>Names</u>	<u>Addresses</u>
Boston Homes, Inc., a Florida corporation	12575 US Highway One, Suite 201 Juno Beach, FL 33408
Blue Line Fine Homes, L.L.C., a Florida Limited Liability Company	<u>12575 US HIGHWAY ONE SUITE 201</u> <u>JUNO BEACH, FL 33408</u>

8. **Regulations of Company.** The power to adopt, alter, amend or repeal the Regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members can be repealed, altered or amended and new Regulations may be adopted only by a unanimous vote of the Members. The Regulations may not be altered, amended or repealed by the Manager(s).

9. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned organizer has hereunto set its hand and seal this 24th day of JANUARY, 2001.

Boston Homes, Inc., a Florida corporation

By: Martin Atkins
Martin Atkins, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24 day of January, 2001, by Martin Atkins, as President of Boston Homes, Inc., a Florida Corporation, who is personally known to me or who has produced _____ as identification.

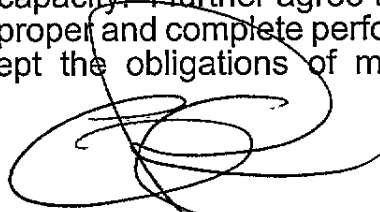
Joan M Kavooras, Notary Public, Commission No. _____



JOAN M KAVOORAS, Name of Notary, typed, printed or stamped

REGISTERED AGENT ACCEPTANCE

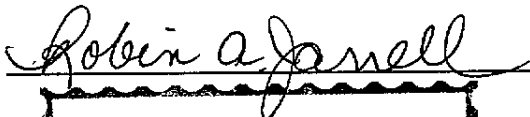
Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



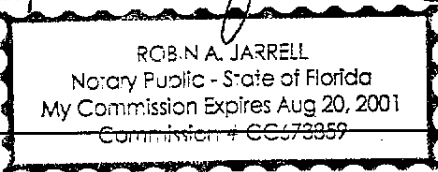
Gregory C. Picken

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of January, 2001, by Gregory C. Picken, who is personally known to me or who has produced _____ as identification.



_____, Notary Public, Commission No. _____



_____, Name of Notary, typed, printed or stamped