

L 01000003819

WALKER AND TUDHOPE, P.A.
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751

OFF: (407) 644-6535
FAX: (407) 644-8369

February 28, 2001

Via UPS Overnight Delivery

Florida Department of State
Attention: Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000003850840--4
-03/13/01--01084--002
****125.00 ****125.00

Re: Corporate Filing for River Cove Landing, LC

To Whom It May Concern:

W-1-5004

Enclosed please find the original and one copy of Articles of Incorporation of River Cove Landing, LC, to be filed with the Florida Department of State, along with a check in the amount of \$125.00 for the filing fee. I have also enclosed a self-addressed Federal Express envelope for the return of the stamped copy.

Should you have any questions, please advise.

Very truly yours,



Berry J. Walker, Jr.

BJW/ldw
Enclosures

LR 3/13
FILED
01 MAR 13 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

np



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 6, 2001

BERRY J. WALKER, JR.
WALKER & TUDHOPE, P.A.
235 MAITLAND AVENUE SOUTH, SUITE 216
MAITLAND, FL 32751

SUBJECT: RIVER COVE LANDING, LC
Ref. Number: W01000005004

We have received your document for RIVER COVE LANDING, LC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 301A00013483

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01 MAR 13 PM 12:29
TALLAHASSEE FLORIDA
DEPARTMENT OF STATE

MAR 08 2001

**ARTICLES OF ORGANIZATION
OF
RIVER COVE LANDING, LC**

The undersigned Organizērs/Organizing Members to these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida and Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company shall be **RIVER COVE LANDING, LC**, a Florida limited liability company.

ARTICLE II - DURATION

The period of the limited liability company's existence shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE OF COMPANY

The mailing address and the street address of the principal office of the principal office of the limited liability company shall be 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751.

ARTICLE IV - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and street address of the initial registered agent in the state of Florida for the limited liability company shall be:

Berry J. Walker, Jr., Esquire
Florida Bar Number 0742960
WALKER AND ASSOCIATES, ATTORNEYS, P.A.
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751
Phone: (407) 644-6535
Fax: (407) 644-8369

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - NATURE OF BUSINESS

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE VI - RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

The Managers of this limited liability company have the right to admit additional members to the limited liability company in their sole discretion, upon the unanimous consent of the Managers of this limited liability company.

ARTICLE VII
RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY
COMPANY UPON THE DEATH, RETIREMENT, RESIGNATION,
EXPULSION, BANKRUPTCY OR DISSOLUTION OF A MEMBER OR THE
OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATED THE
CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED LIABILITY
COMPANY

A. Right of Substitution. The right of a Member to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:

1. A fully executed and acknowledged written instrument of assignment must be filed with the Managers setting forth the intention of the assignor that the assignee become a Member in his or her place;

2. The assignor and the assignee must execute and acknowledge such other instruments as the Managers may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, any provision of the Articles of Organization;

3. A reasonable transfer fee shall have been paid the limited liability company; and

4. The written consent of the Managers to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the Managers.

B. Admission of Additional Members. The Managers of this limited liability company have the right to admit additional Members in their sole discretion.

C. Termination of Membership of a Member. The membership of a Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, expulsion by unanimous consent of the remaining Members of the limited liability company, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company. Upon the termination of a Member's membership in this limited liability company, the Organization shall, within 120 days following such termination, pay the fair market value of the terminated Member's interest in the limited liability company, to the Member, the Member's successors, heirs and/or assigns, as the case may be.

D. Right to Continue Business. All of the remaining Members of this limited liability company may elect to continue the business of this limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company, upon the vote of a majority of the remaining Members of this limited liability company.

COUNT VIII - MANAGEMENT OF THE ORGANIZATION

This limited liability company shall be managed by the Managers, whose names and addresses are:

Name	Address
Henricus Van der Meijs	Lange Hil 78 4822 AA Breda The Netherlands
Jolande Liew	Casellastraat 1 B 5654 SH Eindhoven The Netherlands
Ruud Akkerman	Willem de Zwijgerlaan 19 2082BA Santpoort-Z Netherlands

The Managers shall serve as the managers of the limited liability company until the first annual meeting of the members or until their successors are elected and qualify.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20 day of February, 2001.

ORGANIZING MEMBERS:



Ruud Akkerman

FILED
01 MAR 13 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 28 day of February, 2001, by Ruud Akkerman, who did take an oath.

Check One:

He/she is personally known to me; or

☒ He/she has produced Driver's license as identification.



Alicia B Walmer
My Commission CC888685
Expires November 16, 2003

Alicia B. Walmer
NOTARY PUBLIC A. B. WALMER

(typed-printed or stamped name of Notary)
My Commission Expires:

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. **RIVER COVE LANDING, LC**, a Florida limited liability company, organizing under the laws of the State of Florida, has named Berry J. Walker, Jr., whose address is 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751, as its Agent to accept service of process within this State.

ACCEPTANCE:

I, Berry J. Walker, Jr., agree to act as the Registered Agent of **RIVER COVE LANDING, LC**, a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of **RIVER COVE LANDING, LC**, a Florida limited liability company.

Berry J. Walker, Jr.

Berry J. Walker, Jr., Esquire
Florida Bar Number 0742960
WALKER AND TUDHOPE, P.A.
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751
Phone: (407) 644-6535
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CLERK OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 26 day of February, 2001, by BERRY J. WALKER, JR., who did take an oath.

Check One:

X He/she is personally known to me; or
 He/she has produced _____ as identification.



Alicia B Walmer
My Commission CC888685
Expires November 16, 2003

Alicia B. Walmer
NOTARY PUBLIC

ALICIA B. WALMER

(typed-printed or stamped name of Notary)
My Commission Expires:

FILED
01 MAR 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA