

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Villa Hibiscus, LLC

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- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- ☒ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

Signature

Requested by: KC

Date

Time

Name

Walk-In

Will Pick Up

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TO AGENCY OF FILING  
SUFFICIENCY OF FILING

VB-29-01

## **Articles Of Organization**

**of**

### **Villa Hibiscus, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

#### **Article I** **Name**

The name of the limited liability company is Villa Hibiscus, LLC.

#### **Article II** **Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

#### **Article III** **Units Of Equity Ownership**

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Villa Hibiscus, LLC is authorized to have outstanding is 1,000 units.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. No Public Offering of Units. The Company shall make no public offering of any of its units which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

Section E. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section F. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

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AT 10:08 AM  
JAN 29 2014  
FLORIDA  
DEPARTMENT OF STATE

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 12661 New Brittany Blvd., Fort Myers, Florida 33907, and the name of its initial Registered Agent at such address is Nathan J. Adler, P.A.

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 34 David Road, Westport, Massachusetts 02790.

**Article VI**  
**Agent For Service Of Process**

The Department Of State of the State of Florida is designated as the agent of the Company upon whom process in any action or proceeding against it may be served. The address to which the Department Of State shall mail a copy of process in any action or proceeding against the Company which may be served upon it is 12661 New Brittany Blvd., Fort Myers, Florida 33907.

**Article VII**  
**Organizer**

The name and address of the organizer is:

James R. Dunlap  
34 David Road  
Westport, Massachusetts 02790-1601

The organizer is a natural person over the age of twenty-one years.

**Article VIII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article IX**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers.

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OFFICE OF THE  
CLERK OF THE  
STATE OF FLORIDA

## **Article X** **Indemnification**

The Company shall indemnify any Member, Manager, Member-Manager and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member, Manager, Member-Manager and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member, Manager, Member-Manager and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Manager, Member-Manager and/or Officer in the event of (i) a breach of such Member, Manager, Member-Manager and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Manager, Member-Manager and/or Officer derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **Article XI** **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by any Officer of the Company, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.

## **Article XII** **Amendment Of Articles Of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of member or authorized representative of member.

APPROVED  
FILED  
01 MAR 29 PM 2:43  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

Dated March 27, 2001.



James R. Dunlap  
Organizer

01 MAR 29 PM 2:15  
SECURITY  
INVESTIGATION  
UNIT

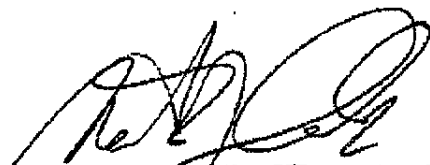
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: limited Liability Company  
VILLA Hibiscus, LLC.  
VILLA HIBISCUS, LLC.

2. The name and street address of the registered agent and office is: NATHAN J. ADLER, P.A.  
12661 New BRITANNY BLVD  
FT MYERS, FLORIDA 33907

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED limited liability co. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

  
for Nathan J. Adler, P.A.

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