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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : CHESTER J. TROW, P.A.  
Account Number : I20000000142  
Phone : (352) 369-8830  
Fax Number : (352) 369-8832

**LIMITED LIABILITY COMPANY**

**Emerald Oak Land Holdings, LLC**

**AL**

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
EMERALD OAK LAND HOLDINGS, LLC**

**ARTICLE I - NAME**

1.1 The name of this entity is EMERALD OAK LAND HOLDINGS, LLC.

1.2 The street address of the principal office of the EMERALD OAK LAND HOLDINGS, LLC is 8720 SW SR 200, Ocala, FL 34481 and the mailing address is the same.

**ARTICLE II - DURATION**

2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441(1), Florida Statutes.

**ARTICLE III - PURPOSE**

3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

**ARTICLE IV - MANAGEMENT**

4.1 This Limited Liability Company is to be managed by two managers, and the names and street addresses of the persons who are to serve as the managers are:

MANAGER'S NAME:

STREET ADDRESS:

VICTOR P. RIZZO  
(Operating Manager)

8720 SW SR 200, Ocala, FL 34481

JOAN RIZZO  
(Passive Manager)

10442 SW 52<sup>nd</sup> Court, Ocala, FL 34476

The duties of each Manager shall be as set forth in the Operating Agreement of EMERALD OAK LAND HOLDINGS, LLC.

4.2 The names and street addresses of the members of this Limited Liability Company are:

MEMBER'S NAME:	STREET ADDRESS:
VICTOR P. RIZZO	8720 SW S.R. 200, Ocala, FL 34481
THOMAS W. RIZZO	10673 SW 75th Terrace, Ocala, FL 34476
DAVID V. RIZZO	5395 SW 103 <sup>rd</sup> Loop, Ocala, FL 34476
MICHAEL J. RIZZO	10442 SW 52nd Court, Ocala, FL 34476
THERESA MOONEY	Post Office Box 680884, Charlotte, NC 28216
LORRAINE F. THOMAS	10434 SW 52 <sup>nd</sup> Court, Ocala, FL 34476

4.3 The total amount of cash contributed by the members is \$-0-, the agreed value of property other than cash is \$450,000.00, and a description of such property is the real property described on Exhibit "A". The total cash and property contributed and anticipated to be contributed by the members is \$450,000.00.

4.4 The Operating Agreement may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Operating Agreement. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members. The Members shall all be of the same class.

Except as expressly provided in the Operating Agreement, no member shall

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by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

#### **ARTICLE V - INITIAL REGISTERED OFFICE**

5.1 The street address of the initial registered office of the Limited Liability Company is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

#### **ARTICLE VI - OWNERSHIP INTEREST / TRANSFERABILITY**

6.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Operating Agreement. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$25.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and Social Security number.

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**ARTICLE VII - LIMITED LIABILITY**

7.1 Except as and to the extent the Operating Agreement specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of this Article or the Operating Agreement shall be prospective only, and shall not adversely affect any limitation of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

**ARTICLE VIII - DEATH/RESIGNATION, EXPULSION, BANKRUPTCY,  
DISSOLUTION OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER**

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Section 608.441 (1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the

terms set forth in the Operating Agreement. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

#### ARTICLE IX - CONFLICTS

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which the Member(s) has an interest, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided that the interested party discloses his interest before action is taken, and the action is ratified by the Passive Manager, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

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**ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE**

10.1 The name of the initial registered agent of this Limited Liability Company is CHESTER J. TROW, who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 1 NE First Avenue, Suite 303, Ocala, Florida 34470.


**ARTICLE XI - AMENDMENT OF ARTICLES**

11.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Operating Agreement.


The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 26 day of April, 2001.

MEMBERS:

  
VICTOR P. RIZZO  
THOMAS W. RIZZO  
DAVID V. RIZZO

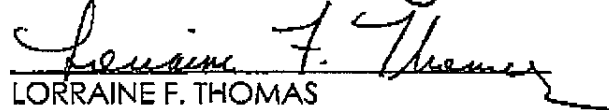
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MICHAEL J. RIZZO



THERESA MOONEY



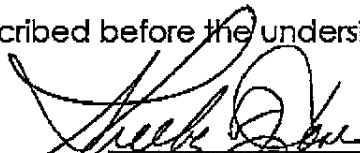
LORRAINE F. THOMAS

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 26 day of April, 2001 by VICTOR P. RIZZO. Such person: (notary must check applicable box)

- ☒ is personally known to me.
- ☐ produced a current Florida Driver's License as identification.
- ☐ produced \_\_\_\_\_ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.

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Notary Public  
State of Florida, at Large  
My commission expires:

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 26 day of April, 2001 by DAVID V. RIZZO. Such person: (notary must check applicable box)

- ☒ is personally known to me.
- ☐ produced a current Florida Driver's License as identification.

- ☐ produced \_\_\_\_\_ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.



*[Signature]*

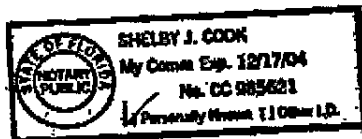
Notary Public  
State of Florida, at Large  
My commission expires:

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 26 day of April, 2001 by THOMAS W. RIZZO. Such person: (notary must check applicable box)

- ☐ is personally known to me.
- ☐ produced a current Florida Driver's License as identification.
- ☐ produced \_\_\_\_\_ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.

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*[Signature]*

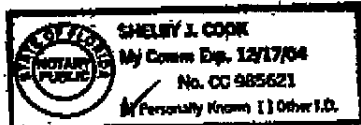
Notary Public  
State of Florida, at Large  
My commission expires:

STATE OF Florida  
COUNTY OF Marion

The foregoing instrument was acknowledged before me this 26 day of April, 2001 by MICHAEL J. RIZZO. Such person: (notary must check applicable box)

- ☒ is personally known to me.
- ☐ produced a current Florida Driver's License as identification.

- ☐ produced \_\_\_\_\_ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.



*Shelly J. Cook*

Notary Public  
State of Florida, at Large  
My commission expires:

STATE OF North Carolina  
COUNTY OF Mecklenburg

The foregoing instrument was acknowledged before me this 8 day of May, 2001 by THERESA MOONEY. Such person: (notary must check applicable box)

- ☐ is personally known to me.
- ☐ produced a current Florida Driver's License as identification.
- ☒ produced NC DL # 9780174 as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.

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*Mary J. Johns*  
Notary Public  
State of Florida, at Large  
My commission expires:

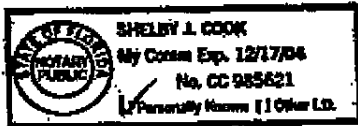
My Commission Expires 2-16-2002

STATE OF North Carolina  
COUNTY OF MARION Mecklenburg

The foregoing instrument was acknowledged before me this 26 day of April, 2001 by LORRAINE F. THOMAS. Such person: (notary must check applicable box)

- ☒ is personally known to me.

- ☐ produced a current Florida Driver's License as identification.
- ☐ produced \_\_\_\_\_ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.



*[Signature]*  
 Notary Public  
 State of Florida, at Large  
 My commission expires:

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### CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of Sections 608.415 and 608.416, Florida Statutes, relative to keeping open said office. I am familiar with and accept the obligations of registered agent for EMERALD OAK LAND HOLDINGS Limited Liability Company.

DATED this 24 day of May, 2001.

*[Signature]*  
 Chester J. Trow  
 (Registered Agent)

**EXHIBIT "A"**

Vacant lots located in OAKCREST ESTATES, as per plat thereof recorded in Plat Book 2, page 73, Public Records of Marion County, Florida as follows:

Lot 1, Block A	Parcel ID#3513-001-001
Lot 5, Block A	Parcel ID#3513-001-005
Lot 6, Block A	Parcel ID#3513-001-006
Lot 9, Block A	Parcel ID#3513-001-009
Lot 10, Block A	Parcel ID#3513-001-010
Lot 13, Block A	Parcel ID#3513-001-013
Lot 14, Block A	Parcel ID#3513-001-014
Lot 15, Block A	Parcel ID#3513-001-015
Lot 1, Block B	Parcel ID#3513-002-001
Lot 2, Block B	Parcel ID#3513-002-002
Lot 3, Block B	Parcel ID#3513-002-003
Lot 4, Block B	Parcel ID#3513-002-004
Lot 5, Block C	Parcel ID#3513-003-005
Lot 6, Block C	Parcel ID#3513-003-006
Lot 13, Block C	Parcel ID#3513-003-013
Lot 14, Block C	Parcel ID#3513-003-014
Lot 20, Block C	Parcel ID#3513-003-020
Lot 22, Block C	Parcel ID#3513-003-022
Lot 25, Block C	Parcel ID#3513-003-025

Vacant lots located in EMERALD POINT as per plat thereof recorded in Plat Book 2, page 86, Public Records of Marion County, Florida as follows:

Lot 3, Block A	Parcel ID#3512-001-003
Lot 4, Block A	Parcel ID#3512-001-004
Lot 15, Block A	Parcel ID#3512-001-015
Lot 16, Block A	Parcel ID#3512-001-016
Lot 17, Block A	Parcel ID#3512-001-017
Lot 18, Block A	Parcel ID#3512-001-018
Lot 7, Block B	Parcel ID#3512-002-007
Lot 1, Block D	Parcel ID#3512-004-001
Lot 3, Block D	Parcel ID#3512-004-003
Lot 4, Block D	Parcel ID#3512-004-004
Lot 7, Block D	Parcel ID#3512-004-007

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