

**CAPITAL CONNECTION, INC.**

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

**LD1000015780**

Ferra Firma, LLC

000004588780--9

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\*\*\*\*155.00 \*\*\*\*155.00

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DIVISION OF CORPORATION

☐ 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: SX

Name \_\_\_\_\_

Date 9/14/01

Time 12:29

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
TERRA FIRMA, LLC**

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The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I – NAME**

The name of the Limited Liability Company shall be **TERRA FIRMA, LLC** ("Company").

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal place of business of the Company shall be 127 SE 22<sup>nd</sup> Street, Cape Coral, Florida 33990.

**ARTICLE III – SPECIFICATION OF PURPOSE**

The purpose for which this limited liability Company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:

- (a) To design, produce, market, construct, convey and sell residential and commercial property and structures and provide consulting and mortgage services related thereto;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- (c) To manufacture, buy, sell, and generally deal in goods, wares and merchandise of every class and description;

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(d) To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the Company desires to engage;

(e) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the Company was formed;

(f) To have and exercise all rights and powers that are now or may hereafter be granted to a Limited Liability Company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this Limited Liability Company by the laws of the State of Florida.

#### **ARTICLE IV – DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or the Company's Operating Agreement.

#### **ARTICLE V – REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Raymond L. Schumann Esq., 13141 McGregor Boulevard, Suite 900, Fort Myers, Florida 33919.

#### **ARTICLE VI – CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the Company present and future services.

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## **ARTICLE VII – ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

## **ARTICLE VII – ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members.

## **ARTICLE IX – TRANSFER OF INTEREST**

Unless otherwise stated in the Company's Operating Agreement, a member may transfer his or her interest in the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE X - VOTING**

Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote. The act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter.

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## ARTICLE XI – COMPANY ACTIONS

(a) Any action required by the Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

(d) Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

## ARTICLE XII – RIGHT TO CONTINUE BUSINESS

Unless otherwise identified in the Company's Operating Agreement, in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members have the right to continue the business of the Company.

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### **ARTICLE XIII – TREATMENT AS PARTNERSHIP**

The Company is intended to be treated as a partnership for purposes of federal income taxation.

### **ARTICLE XIV – CERTIFICATE OF MEMBERSHIP**

A member's interest in the Company may be evidenced by a certificate of membership interest.

### **ARTICLE XV – MANAGEMENT**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The member-managers are:

John F. Kilduff III

127 SE 22<sup>nd</sup> Street  
Cape Coral, Florida 33990

August Konig

Tarnowitz St. 22  
81929 Munich, Germany

### **ARTICLE XVI - MEMBERS**

The names and address of the members of the Company are

John F. Kilduff III

127 SE 22<sup>nd</sup> Street  
Cape Coral, Florida 33990

August Konig

Tarnowitz St. 22  
81929 Munich, Germany

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fort Myers, Florida on this 16<sup>th</sup> day of August 2001.

John F. Kilduff III  
John F. Kilduff III, Organizer

August König  
August König, Organizer

STATE OF FLORIDA  
COUNTY OF LEE

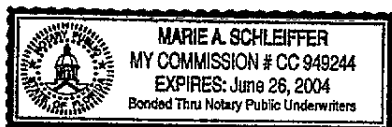
Sworn to and subscribed before me this 16th day of August 2001 by John F. Kilduff  
III and August König who are <sup>John F. Kilduff</sup> personally known to me or who produced German Passport  
# 9507893001  
\_\_\_\_\_ as identification. <sup>August König</sup>

My Commission Expires:

Marie A. Schleiffer  
Notary Public -- State of Florida

Print Name of Notary Marie A. Schleiffer

(Seal)

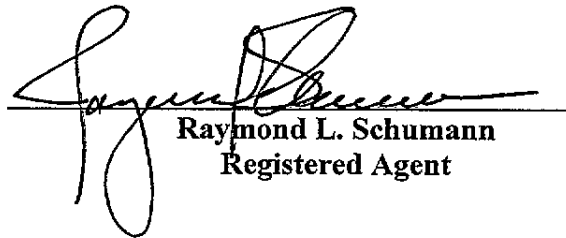


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ACCEPTANCE OF REGISTERED AGENT

**Raymond L. Schumann** having been named as the registered agent in the foregoing Articles of Organization of Terra Firma, LLC, agrees to accept service of process for the limited liability company at **13141 McGregor Boulevard, Fort Myers, Florida 33919**, and hereby agrees to act as the registered agent and comply with the laws of the state of Florida relative to such position.

DATED this 16<sup>th</sup> day of August 2001.

  
Raymond L. Schumann  
Registered Agent

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