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**LIMITED LIABILITY COMPANY**

**THE SAND DUNES, L.L.C.**

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ARTICLES OF ORGANIZATION  
OF  
THE SAND DUNES, L.L.C.

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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 THE SAND DUNES, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be:

THE SAND DUNES, L.L.C.  
221 MCKENZIE AVENUE  
PANAMA CITY, FL 32401

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are executed by the organizer, that is September ~~22~~, 2001. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

EDWARD A. HUTCHISON, JR.  
221 MCKENZIE AVENUE  
PANAMA CITY, FL 32401

PREPARED BY:  
Edward A Hutchison, Jr., Esq.  
Florida Bar #0602655  
BURKE & BLUE, P.A.  
P.O. Box 70  
Panama City, FL 32402-0070  
(850) 769-1414

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**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the company the cash or property set forth in the operating agreement of the members.

**ARTICLE VI - 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. A member may transfer his or her interest in the Company as set forth in the regulations of 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 approves of the proposed transfer by unanimous written consent.

**ARTICLE VIII - TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, insanity, retirement, resignation, expulsion or dissolution of a member, or on the occurrence of any other event that 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, provided there is at least one remaining member.

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ARTICLE IX - 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 names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
LUCILLE CHIOVARI and VITO CHIOVARI	910 KATHLEEN DRIVE PALATINE, IL 60067
STANLEY PILEGGI	22913 JUDITH DRIVE PLAINFIELD, IL 60544

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at PLAINFIELD, Will County, Illinois, on this 22 day of September, 2001.

  
STANLEY PILEGGI

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STATE OF Illinois  
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 22nd day of September, 2001, by STANLEY PILEGGI, who: (notary must check applicable box)

- is personally known to me.
- produced a current \_\_\_\_\_ driver's license as identification.
- produced \_\_\_\_\_ as identification.

(SEAL)

Phyllis Chiovari  
Notary  
Phyllis Chiovari  
(Print Name)



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EXHIBIT A TO ARTICLES OF ORGANIZATION  
DESCRIPTION OF CAPITAL CONTRIBUTIONS

LUCILLE CHIOVARI and VITO CHIOVARI . . . . .	\$1,000.00
STANLEY PILEGGI . . . . .	\$1,000.00

Additional capital to be contributed pursuant to the Operating Agreement of the Company.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THE SAND DUNES, L.L.C., deposes and says:

- 1. The above named limited liability company has 2 members.
- 2. The total amount of cash contributed by the members is \$2,000.00.
- 3. The total amount of cash or property anticipated to be contributed by members is \$2,000.00. This total includes amount from 2 above.

THE AFFIANT SAYS NOTHING FURTHER

This the 22 day of September, 2001.

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*Stan Pileggi*  
 Name: STANLEY PILEGGI

STATE OF Illinois  
 COUNTY OF Cook

The foregoing instrument was acknowledged before me this 22 day of September, 2001, by STANLEY PILEGGI, who: (notary must check applicable box)

- is personally known to me.
- produced a current \_\_\_\_\_ driver's license as identification.
- produced \_\_\_\_\_ as identification.

*Phyllis Chiovari*  
 (SEAL) Phyllis Chiovari Notary  
 (Print Name)



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of THE SAND DUNES, L.L.C., as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the positions of registered agent.



Name: EDWARD A. HUTCHISON, JR.  
Registered Agent  
Address: 221 McKenzie Avenue  
Panama City, FL 32401

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