

L-010000017974

Holland & Knight LLP
Requester's Name:
375 So. Calhoun Street
Address
425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Carriage Lake at Vero, L.C.
(Corporation Name) (Document #)
2.
(Corporation Name) (Document #)
3.
(Corporation Name) (Document #)
4.
(Corporation Name) (Document #)

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DIVISION OF CORPORATION

WOL-24127

☐ Walk-in ☐ Pick up time 4:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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***\$155.00 ***\$155.00

Examiner's Initials

10-18-01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 18, 2001

HOLLAND & KNIGHT LLP

SUBJECT: CARRIAGE LAKE AT VERO, L.C.
Ref. Number: W01000024127

We have received your document for CARRIAGE LAKE AT VERO, L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

Please return your document, along with 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 101A00057622

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**ARTICLES OF ORGANIZATION
OF
CARRIAGE LAKE AT VERO, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be CARRIAGE LAKE AT VERO, L.C., and its principal office shall be located at 2825 Business Center Boulevard, Wickham Business Park, Suite C-1, Melbourne, County of Brevard, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate, *and the mailing address is the same.*

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida to limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or

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administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of a manager. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE IV
MANAGEMENT

This limited liability company is to be a manager-managed company. Management of this limited liability company is reserved to a manager, whose name and address is as follows:

Donald L. Simms
2825 Business Center Boulevard
Wickham Business Park, Suite C-1
Melbourne, FL 32940

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of \$500.00 cash shall be paid to the limited liability company by Donald L. Simms. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

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ARTICLES VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company, including repayment of mortgage debt. After payment of the expenses of conducting the business of the company, all net profits shall be paid to Sal Bologna until Sal Bologna has received \$647,000.00. Thereafter, each member shall be entitled to the distributive share of the profits specified as follows:

Donald L. Simms - one hundred percent (100%)

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Amended and Restated Articles of Organization.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Donald L. Simms - one hundred percent (100%)

ARTICLE VIII

DURATION

This limited liability company shall exist until January 1, 2031, or dissolution in manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

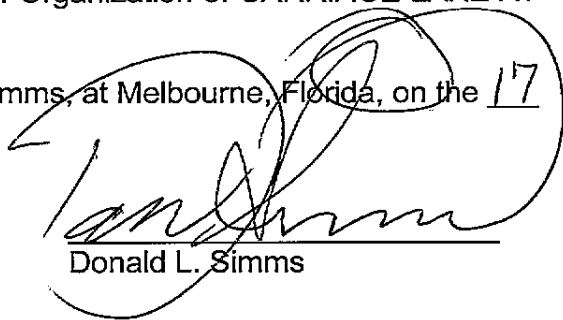
The address of the initial registered office of the limited liability company is 2825 Business Center Boulevard, Wickham Business Park, Suite C-1, Melbourne, County of Brevard, State of Florida, 32940, and the name of the company's initial registered agent at that address is Donald L. Simms.

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The undersigned, being the members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of CARRIAGE LAKE AT VERO, L.C.

Executed by the undersigned, Donald L. Simms, at Melbourne, Florida, on the 17 day of October, 2001.



Donald L. Simms

State of FLORIDA)
)ss
County of BREVARD)

The foregoing instrument was acknowledged before me this 17 day of October, 2001, by Donald L. Simms, on behalf of CARRIAGE LAKE AT VERO, L.C., a limited liability company. Donald L. Simms _____ is personally know to me or X has provided Florida Driver's License _____ as identification.



Pamela A D'Alessio
My Commission CC913228
Expires February 23, 2004


Notary Public
My commission expires:

MEL1 #461715 v1

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Carriage Lake at Vero, L.C.

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

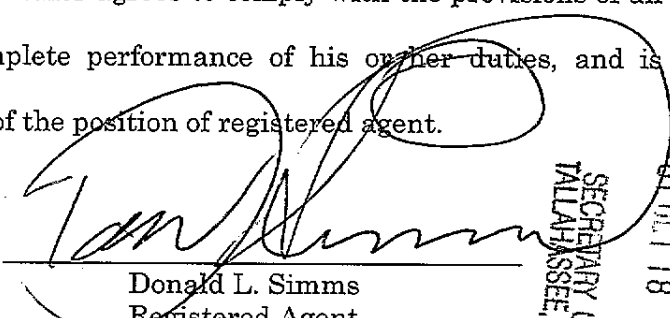
Under the provisions of F.S. 608.415, Carriage Lake at Vero, L.C., submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is Carriage Lake at Vero, L.C.
2. The name and street address of the registered agent are:

Donald L. Simms
2825 Business Center Boulevard
Wickham Business Park, Suite C-1
Melbourne, FL 32940

The undersigned, being the person named in the Articles of Organization of Carriage Lake at Vero, L.C., as the 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 ~~other~~ duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated: October 17, 2001


Donald L. Simms
Registered Agent

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