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ACCOUNT NO. : 072100000032

REFERENCE : 473320 81279A

AUTHORIZATION :

COST LIMIT : \$ 160.00

*Patricia Pizot*

ORDER DATE : March 14, 2002

ORDER TIME : 3:29 PM

ORDER NO. : 473320-005.

CUSTOMER NO: 81279A

CUSTOMER: Debra Graff, Legal Asst  
N.b.d. Development, Inc.

Suite 3191  
301 Yamato Road  
Boca Raton, FL 33431

RECEIVED  
02 MAR 14 PM 4:19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: HEATHERWOD LAKES DEVELOPMENT  
COMPANY, L.L.C.

EFFECTIVE DATE:

600005109266--0

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

*LR3/15*

FILED  
02 MAR 14 AM 9:58  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*Sp*

**ARTICLES OF ORGANIZATION  
OF  
HEATHERWOOD LAKES DEVELOPMENT COMPANY, L.L.C.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company (the "Company") under the laws of the State of Florida.

**ARTICLE I**

The name, initial address and mailing address of this Company shall be

Heatherwood Lakes Development Company, L.L.C.  
301 Yamato Road, # 3191  
Boca Raton, Florida 33431

**ARTICLE II**

This Company may engage in any activity or business permitted under the laws of the State of Florida for limited liability companies.

**ARTICLE III**

The period of duration for the Company is twenty-five years, beginning on the date these Articles of Organization are filed by the Florida Department of State, unless terminated earlier upon affirmative vote of 100% of the members of the Company.

**ARTICLE IV**

The Company is to be managed by the members of the Company (the "Members") or one of their number, as the members may elect. The Members may designate one of the Members or a representative of one of the Members to execute documents and instruments on behalf of the Company and to perform such other functions as may be set forth in the regulations of the Company (the "Regulations"). The name and address of the first managing Member is:

N.B.D. Development, Inc.  
301 Yamato Road, # 3191  
Boca Raton, Florida 33431

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#### ARTICLE V

The Members have the right to admit new members in accordance with Regulations related to such purpose as may be adopted by the Members. No Member may transfer its interest in the Company without the consent of the remaining Members, except as may be permitted by the Regulations. In the event that any Member shall withdraw from the Company as permitted by the Regulations, such Member shall not be entitled to a return of their Capital Contribution or Capital Account except by means of periodic distributions of cash to be made in accordance with the Regulations.

#### ARTICLE VI

The remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

#### ARTICLE VII

The initial Regulations shall be adopted by the Members. The Regulations may be repealed or amended and new Regulations may be adopted solely by the Members.

#### ARTICLE VIII

The initial registered office of the Company shall be located at 301 Yamato Road, #3191, Boca Raton, Florida 33431, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be John T. Kinsey.

#### ARTICLE IX

No contract or other transaction between this Company and any other person or entity, and no act of this Company, shall in any way be affected or invalidated by the fact that the Members are pecuniarily or otherwise interested in, or representatives of the Members are directors or officers of, such other corporation.

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**ARTICLE X**

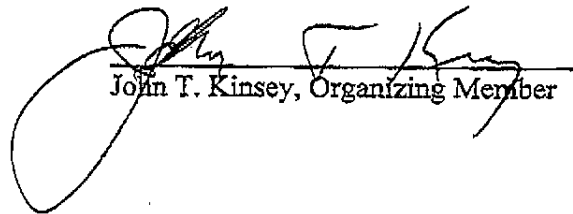
The private property of the Members shall not be subject to payment of the debts of the Company to any extent.

**ARTICLE XI**

The name and address of the Organizing Member of the Company is:

John T. Kinsey  
301 Yamato Road, # 3191  
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I, the undersigned, being the Organizing Member hereinabove named, for the purpose of forming a limited liability company to do business both within and without the State of Florida under the laws of Florida, do make and file these Articles of Organization, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 13th day of March, 2002.

  
John T. Kinsey, Organizing Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

1. Heatherwood Lakes Development Company, L.L.C., desiring to organize under the laws of the State of Florida, has named John T. Kinsey its statutory registered agent.


Having been named the statutory agent of the above-named Company at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

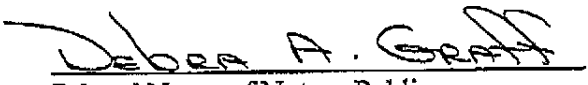
  
John T. Kinsey, Registered Agent

Dated this 13th day of March, 2002

STATE OF FLORIDA           )  
  )ss:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me on this 13th day of March, 2002 by John T. Kinsey as Organizing Member and as Registered Agent of Heatherwood Lakes Development Company, L.L.C.

  
Notary Public, State of Florida

  
Printed Name of Notary Public

My commission expires: May 1, 2005

Form of I.D.

☒ Personally Known

☐ Other No. \_\_\_\_\_



Debra A. Graft  
MY COMMISSION # DDJ15222 EXPIRES  
May 1, 2005  
BONDED THRU TROY FAIN INSURANCE, INC

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