

L02000017591

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000165328 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : SEMPER WOODS
Account Number : I20000000057
Phone : (407) 650-8133
Fax Number : (407) 246-1675

BK

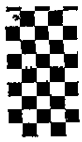
** MODIFIED AT YOUR REQUEST*

LIMITED LIABILITY COMPANY

Cumbrian Lakes Limited

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

06



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
02 JUL 12 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 12, 2002

SEMPER WOODS

SUBJECT: CUMBERIAN LAKES LIMITED
REF: W02000020293

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name must contain a limited liability company suffix.

You may use "LIMITED COMPANY", "LIMITED LIABILITY COMPANY", LC, L.C., LLC, or L.L.C.

If you want the word "LIMITED" in the name, you should use "LIMITED COMPANY" or "LIMITED LIABILITY COMPANY".

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) 245-6914.

Buck Kohr
Corporate Specialist

FAX Aud. #: H02000165328
Letter Number: 602A00043366

RECEIVED
02 JUL 15 AM 8:18
DIVISION OF CORPORATION

H02000165328 4

Articles Of Organization

of

Cumbrian Lakes LC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

Article I
Name

The name of the limited liability company is Cumbrian Lakes LC.

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

Article III
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Cumbrian Lakes LC is authorized to have outstanding is 100,000 units, all of which shall be identical units.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

H02000165328 4

FILED
JUL 12 AM 8 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H02000165328 4

Article IV
Registered Agent And Office

The address of the initial Registered Office of the Company is 425 West Colonial Drive, Suite 204, Orlando, Florida 32804, and the name of its initial Registered Agent at such address is Jonathan D. Woods, Esq.

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 425 West Colonial Drive, Suite 204, Orlando, Florida 32804.

Article VI
Organizer

The name and address of the organizer is:

Jonathan D. Woods, Esq.
425 West Colonial Drive, Suite 204
Orlando, Florida 32804

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII
Management

The Company is to be managed by a Manager or Managers. The Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

Office

Name and Address

Manager

Jonathan D. Woods, Esq.
425 West Colonial Drive, Suite 204

FILED
JUL 12 2002
TALLAHASSEE
STATE OF FLORIDA

H02000165328 4

Orlando, Florida 32804

Article IX
Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by any Officer of the Company, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.

02 JUL 12 AM 8:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL. 12. 2002 4:44PM

SEMPER. WOODS. PA...

NO. 007

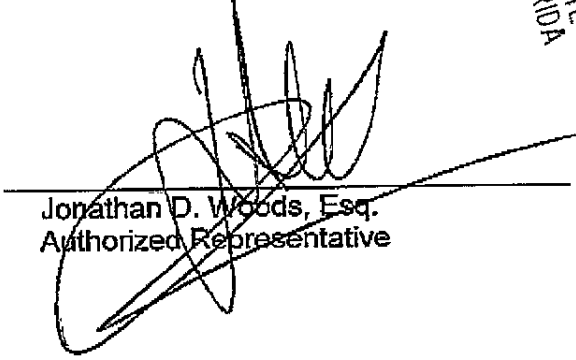
P. 6

H02000165328 4

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of member or authorized representative of member.

Dated July 12, 2002.


Jonathan D. Woods, Esq.
Authorized Representative

FILED
JUL 12 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL. 12. 2002 4:44PM

SEMPER. WOODS. PA. . .

NO. 007

P. 7

H02000165328 4

Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Jonathan D. Woods, Esq.
Registered Agent

July 12, 2001

FILED
02 JUL 12 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA