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PAVESE HAVERFIELD

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Division of Corporations

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## Florida Department of State

Division of Corporations

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**From:**

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## LIMITED LIABILITY AMENDMENT

TERRY'S CAPE CORAL I, LLC

Certificate of Status	0
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LO2-18471  
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Due to a clerical error on the part of this office, Amended and Restated Articles of Organization for EDA GULF CONSTRUCTION LLC, a Florida limited liability company assigned document number L02000018471, were erroneously filed as a new Florida limited liability company and assigned document number L02000033511.

This error was noted on February 25, 2003, and said amended and restated articles were filed to the correct document number – L02000018471.

Brenda Tadlock

Sr. Section Administrator

Registration Section

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
For a Domestic Limited Liability Company**

Pursuant to Section 608.411(3) of the 2001 Florida Statutes, the undersigned executes the following articles ("Articles"), all to be effective upon filing, for purposes of amending and restating the Articles of Organization of Terry's Cape Coral I, LLC, a limited liability company formed under the laws of the State of Florida, to wit Chapter 608 of the 2001 Florida Statutes, ("the Company"), and originally filed with the Florida Department of State on the 22nd day of July 2002:

**ARTICLE I**

The name of the limited liability company is:

EDA Gulf Construction LLC

**ARTICLE II**

The principal office shall be located at  
5700 Grillet Place, in the County of Lee, State of Florida.

The mailing address is  
5700 Grillet Place, Fort Myers, Florida 33919.

**ARTICLE III**

The initial registered agent is  
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at  
1833 Hendry Street, in the City of Fort Myers, County of Lee, State of Florida, with the postal zip code being 33901.

**ARTICLE IV**

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

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**ARTICLE V**

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

**ARTICLE VI**

The Company shall act under the direction of the members, always pursuant to these Articles and the Operating Agreement.

**ARTICLE VII**

The membership interests in the Company shall be of one class, each member maintaining voting rights proportional to the member's membership interest. Equity, profits and losses shall be allocated and distributed in accordance with the Operating Agreement.

Except because of the provisions governing the admittance of new members by unanimous vote and subject to the member shortfall provisions of these Articles and the Operating Agreement, if any, each member shall have preemptive rights to purchase membership interests in cash pro rata based on the member's proportional voting rights pursuant to any offering by the Company.

The membership interests shall have no further rights or preferences other than those specifically mandated by the Florida Limited Liability Company Act or as otherwise specified in these Articles or the Operating Agreement.

The membership interests shall be limited in that all membership interests, including every portion thereof, shall be subject to the Company's right of first refusal ("Right of First Refusal"). This Right of First Refusal provides that all membership interests must be offered to the Company before sale or other transfer to any other person or entity, whether then a member or not, under the exact terms of the proposed sale or transfer, so long as the

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proposed sale or transfer is at Fair Market Value, as defined infra. Where the proposed sale or transfer of the membership interests is not at Fair Market Value, as defined infra, the Company, at Company's option, may substitute the price terms with Fair Market Value, as defined infra, or, if Fair Market Value, as defined infra, is not readily available, then book value calculated in accordance with generally accepted accounting principles. "Fair Market Value" means the price a particular property item will bring when offered for sale by a willing seller to a willing buyer in an arm's length transaction, neither being obliged to buy or sell. The Right of First Refusal shall not affect the rights and/or duties of alienation pursuant to a buy-sell agreement executed by the Company and the member(s) holding membership interests representing at least seventy percent (70%) of the collective membership interests in the Company.

If adopted by the members pursuant to these Articles and the Operating Agreement, the membership interests may be further limited by encumbrances arising from the member shortfall provisions of the Operating Agreement.

The membership interests shall have no other limitations other than those specifically mandated by the Florida Limited Liability Company Act or specified in these Articles or the Operating Agreement.

#### ARTICLE VIII

Additional members may be admitted to the Company upon the unanimous vote of all of the members of the Company.

#### ARTICLE IX

The Company shall exist in perpetuity, unless dissolved pursuant to the Florida Limited Liability Company Act or as provided in the Operating Agreement.

#### ARTICLE X

All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these Articles.

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**ARTICLE XI**

The Articles may only be amended, superceded or repealed upon the unanimous vote of all of the members.

**ACKNOWLEDGMENT**

I, an authorized representative of the Company, with due authority and without personally assuming or ratifying any prior contracts or promises made by or on behalf of the Company by any person or entity since the Company's formation, if any, execute these Articles this 12<sup>th</sup> day of December 2002.



Charles PT Phoenix, Esq.


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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
EDA Gulf Construction LLC

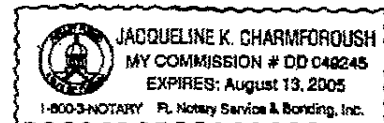
I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608 of the 2001 Florida Statutes that are associated with the appointment.

  
Charles PT Phoenix, Esq.

State of Florida     )  
County of Lee        )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 12<sup>th</sup> day of December 2002.

  
Jacqueline K. Charmforoush  
Notary Public, State of Florida  
My commission number is DD 049245  
My commission expires August 13, 200502 DEC 13 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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