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Church & Orange Ventures, LLC
1016 Gilder Rose Place
Winter Park FL 32792

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***125.00 ***125.00

Office Use Only

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

- 1. CHURCH & ORANGE VENTURES LLC
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

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

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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Examiner's Initials

ARTICLES OF ORGANIZATION
OF
Church & Orange Ventures, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Church & Orange Ventures, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address of the principal office of the Company is P.O. Box 2626, Orlando, FL 32802 and the street address of the Company is 4046 Gilder Rose Place, Winter Park, FL 32792, or such other place as the Manager of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 4046 Gilder Rose Place, Winter Park, FL 32792. The name of the registered agent at such address is Angela Rothrock.

ARTICLE IV

Manager-Managed Company

The Company is to be managed by a Manager and the name and address of such Manager is Angela Rothrock, 4046 Gilder Rose Place, Winter Park, FL 32792.

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ARTICLE V

Purpose

The Company's business and purpose shall consist solely of the following:

- (i) the acquisition, ownership, development, operation, management, lease and sale or other disposition of real estate (the "Property"), pursuant to and in accordance with these Articles of Organization, and no other purpose; and
- (ii) to engage in such other lawful activities permitted to limited liability companies by the Florida Limited Liability Company Act of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE VI

Limitations on Authority

Notwithstanding any other provision of these Articles of Organization and any provision of law that otherwise so empowers the Company, and so long as any obligations secured by the Property remain outstanding and not paid in full, the Company shall not do any of the following:

- (i) engage in any business or activity other than those set forth in Article V;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity other than the Mortgages and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Company or a substantial part of property of the Company, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take company action in furtherance of any such action; or
- (vi) amend Articles V, VI or VII of these Articles of Organization;

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So long as any obligation secured by the Mortgages remains outstanding and not paid in full, the Company shall have no authority to take any action in terms (i) through (iv) and (vi) above without the written consent of the holders of the Mortgages.

ARTICLE VII

Separateness/Operations Matters

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person or entity;
- (b) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (c) prepare separate tax returns and financial statements on behalf of the Company, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (d) conduct business in its own name, and use separate stationery, invoices and checks;
- (e) not commingle its assets or funds with those of any other person or entity; and
- (f) not assume, guarantee or pay the debts or obligations of any other person or entity.

DATED as of the 6th day of August, 2002.

Angela Rothrock
as Manager and Authorized Representative
Angela Rothrock

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, Church & Orange Ventures, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Church & Orange Ventures, LLC.
2. The name and address of the registered agent and office is: Angela Rothrock, c/o Church & Orange Ventures, LLC, 4046 Gilder Rose Place, Winter Park, FL 32792.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby 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 its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: August 5, 2002

Church & Orange Ventures, LLC

By: Angela Rothrock
Name: Angela Rothrock
Registered Agent; Managing Member

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