



LO20000027074

(8) 10/11 FL LLC CC

ACCOUNT NO. : 072100000032

REFERENCE : 779668 9955A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 155.00

ORDER DATE : October 11, 2002

ORDER TIME : 11:23 AM

ORDER NO. : 779668-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey  
Chiumento & Associates, P.a.

Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

RECEIVED  
02 OCT 11 PM 12:58  
TALLAHASSEE FL 32310

DOMESTIC FILING

NAME: COLBERT LANE, LLC

100008337221--8

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT.1115  
EXAMINER'S INITIALS:

FILED  
02 OCT 11 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION  
FOR  
COLBERT LANE, LLC  
a Florida Limited Liability Company

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I - NAME**

The name of this company shall be COLBERT LANE, LLC.

**ARTICLE II - DURATION/CONTINUATION**

The period of this company's duration shall continue for a period of twenty-five years from the date hereof or until terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued with the consent of all the remaining members.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address is 600 Packard Court, Safety Harbor, FL 34695.

**ARTICLE IV - REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Michael D. Chiumento, 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

**ARTICLE VI - MANAGEMENT**

The business of the Company shall be managed by the members and the names and addresses of the managing members are:

**Name**

**Address**

William R. Jacobsen

600 Packard Court  
Safety Harbor, FL 34695

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The management and control of the Company shall be vested in its members unless and until a manager is elected by a majority of members.

#### **ARTICLE VII - AMENDMENT**

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

#### **ARTICLE VIII - INDEMNIFICATION**

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

#### **ARTICLE IX - REGULATIONS OF COMPANY**

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

#### **ARTICLE X - INFORMAL ACTION OF MEMBERS**

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

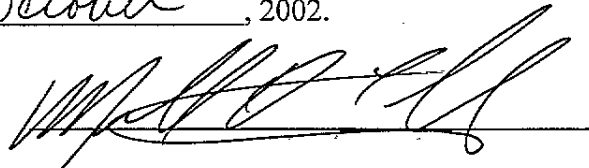
#### **ARTICLE XI - TRANSFER OF MEMBER'S INTEREST**

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

## ARTICLE XII - SINGLE PURPOSE

The Company shall not (a) engage in any business or activity other than the ownership and operation of that certain real property located in Flagler County, Florida, as more particularly described on Exhibit A attached hereto ("Property"), and the development of the Property and the sale and leasing of condominium units to be developed on the Property ("Corporate Purposes"); (b) acquire or own any material assets other than (i) the Property; and (ii) such incidental personal property as may be necessary to the Company Purposes; (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case the consent of the first mortgagee on the Property, its successors and assigns ("Lender") until the loan from Lender is satisfied; (d) fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with the provisions of the Company's Articles of Organization, Operating Agreement, or similar organizational documents; or (e) commingle its assets with the assets of any of its members affiliates, principals or of any other person or entity.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 10 day of October, 2002.



Authorized Representative of a Member

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Michael D. Chimento, who is personally known to me or who produced a driver's license as identification, and who is described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 10 day of October, 2002.



Karolyn N. Sheekey  
Notary Public, State of Florida  
My commission expires:

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 obligations of my position as registered agent.



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MICHAEL D. CHIUMENTO

REGISTERED AGENT:

DATE: 10/10/02

LEGAL DESCRIPTION - Parcels B & C

A portion of Parcel 517 as described in OR 1553, Pp 1785 and 1786, of the Public Records of Flagler County, Florida, less the following: a 1.4939 acres right-of-way and bikepath along Colbert Lane, a 49.7394 acres tract, and a 165.6429 acres tract (Parcel "A") more particularly described as follows.

Parcel 517,  
OR 0553, Pp. 1785 and 1786 .

The following Legal Description prepared by Clyde W. Roesch, Palm Coast Engineering and Design Services, Inc.  
1 Corporate Drive, Palm Coast, Florida.  
Date; March 26, 1996.

DESCRIPTION (Parcel 517, lying West of Colbert Lane Along State Road 100.):

A parcel of land lying North of State Road 100 (200'R/W) within Government Sections 2, 3, 10, 11, 39 and 40, Township 12 South, Range 31 East, Flagler County, Florida. being more particularly described as follows;

A POINT OF REFERENCE being the northeast corner of said Government Section 10, Township 12 South, Range 31 East, thence South 01°23'05" East along the East Line of Section 10 a distance of 1971.56 feet to the POINT OF BEGINNING of this description, thence South 01°23'05" East a distance of 636.65 feet, thence North 89°29'02" West a distance of 553.54 feet to a point of curvature, thence 1067.28 feet along the arc of a curve to the left (concave southerly) having a central angle of 02°42'13", a radius of 23042.76 feet, a chord Bearing of South 89°09'51" West and a chord distance of 1087.18 feet to a point of tangency, thence South 87°48'45" West a distance of 277.47 feet, thence North 37°10'33" West a distance of 1731.66 feet, thence North 03°29'47" West a distance of 762.72 feet, thence North 52°05'15" East a distance of 552.55 feet, thence North 19°41'16" West a distance of 744.45 feet, thence North 68°55'03" West a distance of 304.86 feet, thence North 37°58'06" West a distance of 1030.47 feet, thence North 07°16'18" West a distance of 1441.48 feet, thence North 11°49'24" West a distance of 69.15 feet, thence North 39°58'25" West a distance of 279.70 feet, thence North 12°48'41" West a distance of 131.57 feet, thence North 28°37'27" East a distance of 194.88 feet, thence North 26°09'35" West a distance of 79.41 feet, thence North 32°19'01" East a distance of 185.55 feet, thence North 11°33'59" West a distance of 145.51 feet, thence North 49°01'16" East a distance of 347.81 feet, thence North 58°52'20" East a distance of 606.67 feet, thence South 37°03'07" East a distance of 803.78 feet, thence North 67°50'42" West a distance of 245.71 feet, thence South 39°57'04" West a distance of 104.92 feet, thence North 66°13'11" West a distance of 277.69 feet, thence South 00°58'16" West a distance of 127.06 feet, thence South 58°58'10" East a distance of 118.93 feet, thence North 78°29'33" East a distance of 105.55 feet, thence South 71°16'17" East a distance of 309.76 feet, thence South 17°19'15" East a distance of 156.79 feet, thence South 77°50'07" East a distance of 101.47 feet, thence North 12°52'08" East a distance of 314.39 feet, thence North 85°20'40" East a distance of 87.82 feet, thence South 34°00'46" East a distance of 636.31 feet, thence South 15°15'48" East a distance of 155.15 feet, thence South 47°33'46" West a distance of 191.77 feet, thence South a distance of 65.47 feet, thence South 27°50'43" West a distance of 332.95 feet, thence North 60°06'11" East a distance of 55.25 feet, thence North 40°22'25" East a distance of 324.10 feet, thence North 04°15'25" East a distance of 104.75 feet, thence North 43°05'57" East a distance of 91.04 feet, thence South 43°33'24" East a distance of 406.24 feet, thence South 03°36'14" West a distance of 123.70 feet, thence South 85°53'27" East a distance of 132.53 feet, thence south 63°57'47" East a distance of

302.89 feet, thence South 42°31'19" East a distance of 644.26 feet, thence South 08°02'07" East a distance of 278.13 feet, thence South 47°30'38" East a distance of 210.90 feet, thence South 79°37'07" East a distance of 158.10 feet, thence North 22°15'50" West a distance of 554.13 feet, thence North 23°18'47" East a distance of 392.96 feet, thence North 39°18'36" East a distance of 208.66 feet, thence South 62°22'17" East a distance of 267.33 feet, thence South 08°11'55" West a distance of 456.72 feet to a point on the West line of a proposed 15' bike path right-of-way to a point of curvature, concave Easterly, thence Southerly a distance of 1007.17 feet along the arc of said curve to the left having a central angle of 27°09'22", a radius of 2125.00 feet, a chord bearing of South 05°22'46" East and a chord distance of 997.77 feet to the point of intersection with a non-tangent line, thence South 69°57'00" West a distance of 180.11 feet to a point of curvature, concave Southeasterly, thence Westerly a distance of 120.87 feet along the arc of said curve to the left having a central angle of 90°53'14", a radius of 76.20 feet, a chord bearing of South 24°30'23" West and a chord distance of 108.59 feet to a point of compound curvature, thence 296.54 feet along the arc of a curve to the left (compound easterly) having a central angle of 07°08'07", a radius of 2381.20 feet, a chord bearing of South 24°30'17" East and a chord distance of 296.34 feet to a point of compound curvature, thence Southeasterly a distance of 120.87 feet along the Arc of said curve to the left having a central angle of 90°53'14", a radius of 76.20 feet, a chord bearing of South 73°30'57" East and a chord distance of 108.59 feet to a point of tangency, thence North 61°02'26" East a distance of 180.11 feet to a point on a non-tangent curve, concave Northeasterly, thence Southeasterly a distance of 477.75 feet along the Arc of said curve to the left having a central angle of 12°52'53", a radius of 2125.00 feet, a chord bearing of South 36°29'33" East and a chord distance of 476.74 feet to a point of tangency, thence South 42°55'59" East a distance of 658.63 feet to a point of curvature, concave Westerly, thence Southeasterly a distance of 1605.35 feet along the arc of said curve to the right having a central angle of 48°32'17", a radius of 1895.00 feet, a chord bearing of South 18°39'51" East and a chord distance of 1557.77 feet to a point of tangency, thence South 05°36'17" West a distance of 898.02 feet, thence departing Colbert Lane bike path North 89°29'02" West a distance of 386.53 feet, thence North 01°32'40" West a distance of 673.14 feet, thence South 88°13'11" West a distance of 659.30 feet to the POINT OF BEGINNING.

Parcel containing 444.0562 acres more or less.

ALSO, LESS AND EXCEPT:

A parcel of land lying North of State Road 100 (200'R/W) within Government Sections 10 and 39, Township 12 South, Range 31 East, Flagler County, Florida, being more particularly described as follows:

A POINT OF REFERENCE being the northeast corner of said Government Section 10, Township 12 South, Range 31 East, thence South 01°23'05" East along the East Line of Section 10 a distance of 1280.24 feet to the POINT OF BEGINNING of this description, thence continue South 01°23'05" East a distance of 1328.00 feet, thence North 89°29'02" West a distance of 553.54 feet to a point of curvature, thence 1087.28 feet along the arc of a curve to the left (concave southerly) having a central angle of 02°42'13", a radius of 23042.76 feet, a chord Bearing of South 89°09'51" West and a chord distance of 1087.18 feet to a point of tangency, thence North 01°23'05" West a distance of 1328.00 feet, thence North 89°37'15" East a distance of 1640.61 feet to the POINT OF BEGINNING.

Parcel containing 49.7394 acres more or less.

ALSO, LESS AND EXCEPT:

That portion of the parcel lying within the boundaries of the bike path right-of-way as referenced in Warranty Deed between ITT Community Development Corporation, as Grantor, and Board of County Commissioners of Flagler County, Florida, as Grantee, recorded in Official Records Book 474, Pages 820 through 823, Public Records of Flagler County, Florida, containing 1.4939 acres more or less.

ALSO, LESS AND EXCEPT:

LEGAL DESCRIPTION - Parcel "A"

(A portion of Parcel 517, O.R. 0553, Pp 1785 and 1786, lying west of Colbert Lane along State Road 100. This legal description was created using the senior parcel deed, client information, and field verified measurements by Dan A. Wilcox, PSM at Stephenson Surveying and Curt Wimpée, PE at Zev Cohen & Associates, Inc.

This description varies slightly from the senior description to more accurately represent field measurements of corners found along adjacent properties, and the measured bearing of the west line of Section 10, Township 12 South, Range 31 East.):

A parcel of land lying North of State Road 100 (200' R/W) within Government Sections 3, 10, 11, and 39, Township 12 South, Range 31 East, Flagler County, Florida, being more particularly described as follows:

FOR A POINT OF REFERENCE, commence at the northeast corner of said Government Section 10, Township 12 South, Range 31 East, thence S01°27'49"E along the East line of Section 10 a distance of 1280.40' to the POINT OF BEGINNING of this description; thence S89°37'11"W a distance of 1640.62'; thence S01°27'53"E a distance of 1328.00'; thence S87°48'45"W a distance of 277.47'; thence N37°10'33"W a distance of 1731.66'; thence N03°29'47"W a distance of 762.72'; thence N52°05'15"E a distance of 552.55'; thence N19°41'16"W a distance of 744.45'; thence N68°55'03"W a distance of 304.88'; thence N37°58'06"W a distance of 409.21'; thence N88°59'08"E a distance of 1310.76'; thence N58°37'03"E a distance of 776.82'; thence S31°22'57"E a distance of 3726.62'; thence N88°13'11"E a distance of 581.98' to the west right-of-way line of Colbert Lane South; thence S05°36'17"W, along said right-of-way line, a distance of 50.42'; thence departing said west right-of-way line, S88°13'11"W a distance of 547.09'; thence S31°22'57"E a distance of 113.83'; thence S01°32'40"E a distance of 35.43'; thence S88°13'11"W a distance of 659.30'; thence N01°27'52"W a distance of 691.38' to the POINT OF BEGINNING, containing 165.6429 acres more or less.