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Division of Corporations

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Florida Department of State

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LIMITED LIABILITY COMPANY

VILLAS AT WATERSEDGE, LLC

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DIVISION OF CORPORATIONS

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF**  
**VILLAS AT WATERSEdge, LLC**

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this limited liability company shall be VILLAS AT WATERSEdge, LLC, and the mailing address and street address of its principal office shall be 33W40 Fabyan Parkway, Suite 105, Chicago, Illinois 60185, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

This limited liability company is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

**ARTICLE III**

**MANAGEMENT**

This limited liability company is to be a manager-managed company and shall be managed by one (1) manager. The name and address of the person who shall serve as manager until the first annual meeting of the members or until his successors are elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
MARK E. SORRENTINO	33W480 Fabyan Parkway Suite 105 West Chicago, IL 60185

Instruments and documents for the acquisition, mortgage, disposition, conveyance, lease, sale, or transfer of the personal property or real property of this limited liability company may be executed on its behalf by one or more managers.

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**ARTICLE IV****MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members or in accordance with the provisions of the company's Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE V****DURATION**

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members and shall commence its existence on the date of filing of these Articles.

**ARTICLE VI****AMENDMENT**

These articles may be amended by a vote of a majority in interest of the members.

**ARTICLE VII****INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

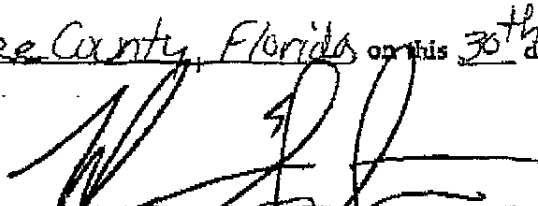
The street address of the initial registered office of this limited liability company is 99 Nesbit Street, Punta Gorda, Florida 33950, and the name of the company's initial registered agent for service of process at that address is GARY A. KAHLE.

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The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of VILLAS AT WATERSEDGE, LLC.

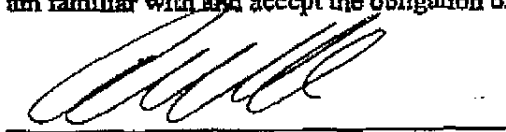
Executed by the undersigned at Lee County, Florida on this 30<sup>th</sup> day of October, 2002.



MARK E. SORRENTINO, Member

Acceptance of Registered Agent

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 am familiar with and accept the obligation of my position as registered agent.



GARY A. KAHLE, Registered Agent

10/30/02  
Date

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