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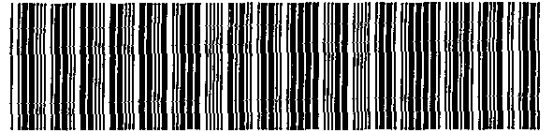
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DIVISION OF CORPORATION

CT CORPORATION

October 16, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5954873 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Cypress Shadow Development, L.L.C. (FL)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF ORGANIZATION OF
Cypress Shadow Development, L.L.C.

The undersigned certifies that he is acting as the organizing Member for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further certifies that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **Cypress Shadow Development, L.L.C.**, and its principal office shall be located at 10841 Six Mile Parkway, City of Fort Myers, State of Florida, 33912, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial

interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

_____ There shall be two (2) initial members of this limited liability company, whose names, addresses and percentages of ownership are as follows:

| | |
|---|-----|
| Cypress Woods Land Holdings, L.L.C. 780 NW Le Jeune Road, Suite 616 Miami, FL 33126 | 50% |
|---|-----|

| | |
|---|-----|
| U.S. Home Corporation 10707 Clay Road Houston, TX 77041 | 50% |
|---|-----|

ARTICLE IV **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V **MANAGEMENT**

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as manager of the limited liability company until the first annual meeting of the members or until his successors are elected and qualify in accordance with the regulations:

Cypress Woods Land Holdings, L.L.C.
780 NW Le Jeune Road, Suite 616
Miami, FL 33126

ARTICLE VI **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 except as specified in a separate written agreement regarding purchase and sale executed by all members.

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 VII **DISTRIBUTIONS**

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE VIII **DURATION**

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE IX **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1200 South Pine Island Road, City of Plantation, State of Florida, 33324 and the name of the company's initial registered agent at that address is CT Corporation System.

The undersigned, being the organizing member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **Cypress Shadow Development, L.L.C.**

Executed by the undersigned at Fort Myers, Lee County, Florida, on the 9th day of October, 2003.

**Cypress Shadow Development, L.L.C.,
a Florida Limited Liability Company**

By: _____

Ray Meyor
Managing Member of
Cypress Woods Land Holdings, L.L.C.

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 RAY MEYOR, who is personally known to me or who produced as identification to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 9th day of October, 2003.

Barbara Kay Atherton



Barbara Kay Atherton
Commission # CC 977971
Expires Oct. 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That Cypress Shadow Development, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at 10841 Six Mile Parkway, City of Fort Myers, State of Florida, 33912 has named CT CORPORATION SYSTEM, located at 1200 South Pine Island Road, City of Plantation, State of Florida, 33324 as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Connie Bryan
CT Corporation System CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY