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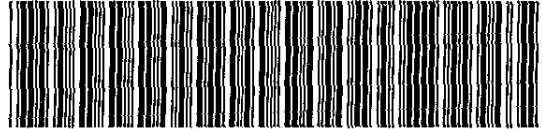
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TALLAHASSEE, FLORIDA

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W03-33975  
J. BRYAN NOV 14 2003

J. BRYAN DEC - 2 2003

**WILLIAM N. ASMA, P.A.**

884 SOUTH DILLARD STREET  
WINTER GARDEN, FL 34787  
407 656-5750  
Fax: 407 656-0486

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TALLAHASSEE, FLORIDA

November 7, 2003

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**RE: ARTICLES OF ORGANIZATION: LLC/FILING**

Dear Clerk:

Enclosed please find the articles of organization for a new limited liability company and a check in the amount of \$125.00 for the filing fee. Please forward to this office a copy of the articles once the organization has occurred. If you have any questions, please feel free to call.

Sincerely,



William N. Asma

wna/encl.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 14, 2003

WILLIAM N. ASMA, P.A.  
884 SOUTH DILLARD STREET  
WINTER GARDEN, FL 34787

SUBJECT: WINTER GARDEN LAND COMPANY, LLC  
Ref. Number: W03000033975

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TALLAHASSEE, FLORIDA

We have received your document for WINTER GARDEN LAND COMPANY, LLC and your check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 403A00062087

## ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION OF WINTER GARDEN LAND COMPANY, LLC. The undersigned certifies that the members described herein have associated themselves for the purpose of becoming 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 declares 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 Winter Garden Land Company, LLC, and its principal office shall be located at 305 Magnolia St., Windermere, FL 34786. The mailing address of the entity shall be 305 Magnolia St., Windermere, FL 34786. The entity 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

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the 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 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 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 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 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 IV MANAGEMENT

This limited liability company shall be managed by two (2) managers. The name and address of the persons who shall serve until their successors are elected and qualified are as follows: Faith Fairbrother and Simon T. Fairbrother.

### ARTICLE V 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

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transferred except with unanimous written consent of 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 VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investments purposes, as determined by unanimous consent of the members. Members will make contribution in equal shares.

#### ARTICLE VII PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits 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. Each member shall be entitled to a distributive share of the profits specified in the operating agreement. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as specified in the operating agreement. The distributive share of the losses shall be determined and allocated to the members on the anniversary date of the commencement of business of the limited liability company.

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ARTICLE VIII  
DURATION

This limited liability company shall exist until 2052, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 886 S. Dillard Street, City of Winter Garden, County of Orange, State of Florida, and the name of the company's initial registered agent at that address is William N. Asma, P.A., 884 South Dillard Street, Winter Garden, FL 34787.

The undersigned, being one of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of the above named limited liability company.

Executed by the undersigned at 884 South Dillard Street, Winter Garden, FL 34787 on November 6, 2003.

  
Faith Fairbrother



STATE OF FLORIDA  
COUNTY OF ORANGE

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BEFORE ME, the undersigned authority, personally appeared Faith Fairbrother personally known to me and who executed the foregoing Articles of Organization, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.


WITNESS my hand and official seal in the County and State aforesaid this 7 day of November, 2003.

  
Notary Public



Elizabeth Milan  
My Commission DD157827  
Expires October 13, 2006

Having been named as Registered Agent for the above stated Organization, at the place designated in this Articles. I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the property and complete performance of my duties.

  
William N. Asma  
886 S. Dillard Street  
Winter Garden, Florida 34787

Date: Nov. 7, 03