

L04000025164

Sonya Daws

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(Address)

Suite 5

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Tallahassee FL 32308 668-5288

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Emerald Cove Villas, LLC

(Business Entity Name)

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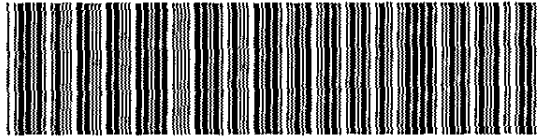
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**ARTICLES OF ORGANIZATION OF  
EMERALD COVE VILLAS, L.L.C.**

The undersigned adopt the following Articles of Organization 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. We further declare 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 **EMERALD COVE VILLAS, L.L.C.**, and its principal office shall be located at 2933 West State Road 434, Suite 101, Longwood, Florida, 32779-4457. This shall also be the mailing address for the limited liability company.

**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 to 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 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 manager 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 one (1) manager, to-wit: H.J. ROYALL, JR., whose address is 2933 West State Road 434, Suite 101, Longwood, FL 32779-4457.

#### **ARTICLE V** **MEMBERSHIP RESTRICTIONS**

A Member 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.

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**

A capital contribution in the amount of \$100.00 shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member.

#### **ARTICLE VII** **PROFITS AND LOSSES**

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. The members shall be entitled to a 100% share of the profits. The distributive share of the profits shall be determined and may be paid to the members on the anniversary date of the commencement of business of the limited liability company, based upon the circumstances, condition, and status of the limited liability company as determined by the Operating Agreement.

#### **ARTICLE VIII** **DURATION**

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

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

The address of the initial registered office of the limited liability company

is 2933 West State Road 434, Suite 101, Longwood, Florida 32779-4457, and the name of the company's initial registered agent at that address is H.J. ROYALL, JR.

The undersigned, executing this as the Manager of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of EMERALD COVE VILLAS, L.L.C.

Executed by the undersigned at Longwood, Florida on April 1, 2004.

EMERALD COVE VILLAS, L.L.C., a Florida limited liability company

By: 

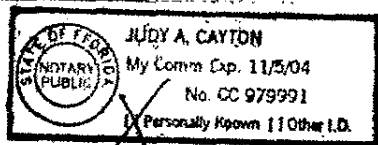
H.J. Royall, Jr.

Its: Manager

STATE OF FLORIDA  
COUNTY OF Sevinole

BEFORE ME, the undersigned authority, personally appeared H.J. Royall, Jr., the Manager of Emerald Cove Villas, L.L.C., who is known to me to be the person who executed the foregoing Articles of Organization or who has produced \_\_\_\_\_ as identification, and acknowledge before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 1st day of April, 2004, at Longwood, Sevinole County, Florida.



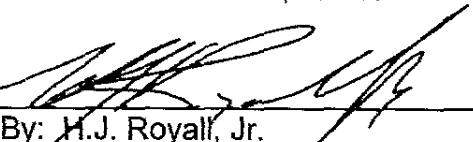
  
NOTARY PUBLIC:

### CERTIFICATE OF REGISTERED AGENT

EMERALD COVE VILLAS, L.L.C., located at 2933 West State Road 434, Suite 101, Longwood, FL 32779-4457, names H.J. ROYALL, JR. as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 2933 West State Road 434, Suite 101, Longwood, FL 32779-4457.

DATED this 15<sup>th</sup> day of April, 2004.

Emerald Cove Villas, L.L.C.

  
By: H.J. Royall, Jr.  
Its: Manager