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# ROSSWAY MOORE & TAYLOR

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\*\*ALSO ADMITTED IN CALIFORNIA

THE OAK POINT PROFESSIONAL CENTER  
5070 NORTH HIGHWAY A-1-A  
SUITE 200  
VERO BEACH, FLORIDA 32963  
TELEPHONE (772) 231-4440  
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April 19, 2004

LISA R. HAMILTON  
NICOLE P. MENZ  
MARY E. SILVA\*  
HELEN E. SCOTT, P.A.  
MICHAEL J. SWAN  
OF COUNSEL

**VIA FEDERAL EXPRESS NEXT DAY DELIVERY**

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

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04 APR 20 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RE: Sandforest Properties Vero, L.L.C.**

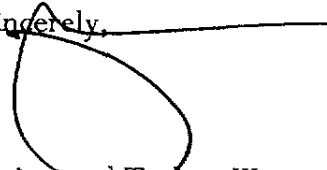
Ladies and Gentlemen:

In regard to the above, please find enclosed the original Articles of Organization for filing with the Secretary of State's Office.

This firm's check in the amount of \$125.00 is also enclosed to cover your filing fee and the Registered Agent Designation fee.

Thank you for your assistance and for sending your Certificate of Filing to this office in the enclosed, pre-prepared return envelope.

Sincerely,



J. Atwood Taylor, III

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-LLC.L.doc

Encs.

CC: Mr. Michael G. Thorpe, w/encs.

Chris Bieber, Vice President, Indian River National Bank, w/encs.

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**SANDFOREST PROPERTIES VERO, L.L.C.**

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1. **ARTICLES OF ORGANIZATION.**

**ARTICLE I**  
**NAME**

The name of the Limited Liability Company is as follows:

**SANDFOREST PROPERTIES VERO, L.L.C.**

**ARTICLE II**  
**ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is as follows:

**5089 North Highway A-1-A, Vero Beach, Florida 32963.**

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**ARTICLE III**  
**DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV**  
**MANAGEMENT**

The Limited Liability Company is to be managed by the sole member and the name and address of the sole member is as follows:

**MICHAEL G. THORPE**  
**5089 North Highway A-1-A**  
**Vero Beach, Florida 32963.**

**ARTICLE V**  
**ADMISSION OF ADDITIONAL MEMBERS**

The right to admit additional members and the terms and conditions of the admissions shall be determined, initially by the sole member; and if other members are admitted, then thereafter as follows:

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members are set forth in a later executed agreement between the members.

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**TALLAHASSEE, FLORIDA**

**ARTICLE VI**  
**MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company

**ARTICLE VII**  
**PURPOSE**

This Limited Liability Company has been formed by the member for the purpose of purchasing, developing, selling, owning, leasing, mortgaging, or otherwise dealing in or disposing of real and personal property and for all other legal purposes to which the member may elect from time to time to put the said Limited Liability Company.

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**ARTICLE VIII**  
**AMENDMENTS**

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, *Florida Statutes*.

**ARTICLE IX**  
**GOVERNANCE AND OPERATION**

This Limited Liability Company shall be governed by the member in

accordance with and shall operate according to a later executed agreement between the member(s).

**IN WITNESS WHEREOF**, the undersigned member has caused these presents to be executed on the date set forth below.

  
\_\_\_\_\_  
**MICHAEL G. THORPE**

Date: April 19, 2004

2. **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/  
REGISTERED OFFICE.**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415  
OR 608.507, *FLORIDA STATUTES*, THE UNDERSIGNED  
LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED  
AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

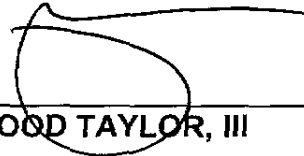
1. The name of the Limited Liability Company is: **SANDFOREST  
PROPERTIES VERO, L.L.C..**
2. The name and address of the Registered Agent and Office is as follows:

**J. ATWOOD TAYLOR, III  
5070 N. Highway A-1-A, Suite 200  
Vero Beach, Florida 32963**

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

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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.



J. ATWOOD TAYLOR, III

Date: April 19, 2004

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