

L04000048899

William J Roberts  
(Requestor's Name)

217 S. Adams ST  
(Address)

(Address)

Tallahassee FL 850 2245169  
(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

Winchester Place LLC  
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400028814784

06/30/04 --01010--023 \*\*125.00

ALI

04 JUN 30 AM 11:18

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 JUN 30 AM 11:14

RECEIVED

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
WINCHESTER PLACE L.L.C.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 JUN 30 AM 11:18

The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company shall be WINCHESTER PLACE L.L.C. ("Company"), the principal place of business of the Company in Florida shall be 1648 Metropolitan Circle, Tallahassee, FL 32308.

**ARTICLE II  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The existence of the Company shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III  
PURPOSES, OBJECTS AND POWERS**

A. Purposes: The Company is organized and shall be operated for the following purposes:

1. To acquire, hold, sell, develop and construct residential properties.

B. Objects: The objects and goals of this Company are:

1. To undertake any other proper goal or object relating to development of real property not inconsistent with the express purposes of this Company.

B. Powers: The powers of this Company are:

1. This Company shall have all the powers now or hereafter conferred by Florida law upon limited liability corporations, including the power to borrow funds for development purposes and including all powers necessary or convenient to affect any or all of this company's purposes subject only to the limitations as are or may be prescribed by law and these Articles of Organization.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUN 30 AM 11:18

2. To accept, acquire, receive, take and hold by request, devise, grant, gift, purchase, exchange, lease, transfer, by judicial order or otherwise to dispose of any such property, both real and personal of whatever kind, nature or description and wherever situated.
3. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Company may require, subject to such limitations as may be prescribed by law.
4. To open bank accounts, designate signators, to borrow money, and, from time to time, to make, accept, endorse, execute, and issue promissory notes and other obligations of the company, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights and privileges of the company wherever situated, whether now owned or hereafter to be acquired.
5. To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages, or in such other visible investments, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.
6. In general, to exercise such other powers which now are or hereafter may be conferred by law upon a limited liability company organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject only to such limitations as are or may be prescribed by law, and these Articles of Organization.

#### **ARTICLE IV REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is:

Steven E. Allen  
1648 Metropolitan Circle  
Tallahassee, FL 32308

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUN 30 AM 11:18

## **ARTICLE V MEMBERS AND CAPITAL CONTRIBUTIONS**

The members of the Company identified below shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Lawrence R. Hartung	\$200 - 33-1/3%
Steven E. Allen	\$200 - 33-1/3%
William J. Roberts	\$200 - 33-1/3%

## **ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all members.

## **ARTICLE VII ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

In the event of death of a member, the Company shall have the right to purchase the interest of the deceased member. The purchase price shall be determined by an independent appraisal and shall be paid as mutually agreed upon.

## **ARTICLE VIII MANAGEMENT BY MEMBER**

The Company shall be managed by a member, and the name and address of the member is:

Steven E. Allen  
1648 Metropolitan Circle  
Tallahassee, FL 32308

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUN 30 AM 11:18

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Winchester Place L.L.C. as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
STEVEN E. ALLEN

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this 30 day of June, 2004.

  
STEVEN E. ALLEN