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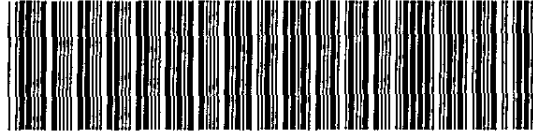
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

2/16/05

JOSEPH E. SEAGLE, P.A.

JOSEPH E. SEAGLE **

*** Admitted in the District of
Columbia, North Carolina, South
Carolina, & Florida*

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February 4, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 245-6052

RE: Apopka Townhome Villas, LLC

Gentlemen:

Enclosed are Articles of Organization with one conformed copy regarding the above-referenced company. We also enclose our check in the amount of \$125.00 for your filing fees.

Please file these documents at your earliest convenience and return an acknowledgment to our office.

If there are any questions or problems, please do not hesitate in contacting us. Until then, I remain,

Cordially Yours,

JOSEPH E. SEAGLE, P.A.



Joseph E. Seagle
For the Firm

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
APOPKA TOWNHOME VILLAS, LLC

FILED
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TALLAHASSEE, FLORIDA

Pursuant to §608.407 of the Florida Statutes, the undersigned hereby submits these Articles of Organization for the purpose of forming a Florida limited liability company:

1. The name of the Limited Liability Company is Apopka Townhome Villas, LLC
2. The period of duration for the Limited Liability Company shall be perpetual.
3. The name and address of each Authorized Representative of the member(s) executing these Articles of Organization is as follows:
Joseph E. Seagle
501 E. South St., Ste. B, Orlando, FL 32801
4. The Florida physical address of the Limited Liability Company's initial Principal Office and the county in which the initial Registered and Principal Office is located is: 401 E Smith St., Winter Garden, FL 34787-3677, Orange County.

The Mailing Address of the Principal Office shall be PO Box 573, Windermere, FL 34786.

5. To the fullest extent permitted by the Florida Limited Liability Company Act as it exists or may hereafter be amended, no person who is serving or who has served as a manager of the limited liability company shall be personally liable to the limited liability company or any of its members for monetary damages for breach of duty as a manager. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Organization inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.
6. The persons who are designated or appointed as Managing Member shall carry out and further the decisions and actions of the managers or members made under the Operating Agreement and shall be authorized to execute and deliver any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including but not limited to deeds, bills of sale, affidavits, assignments, leases, promissory notes, mortgages, and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred, or evidenced, that are necessary, appropriate, or beneficial to carry out or further those decisions or actions.

The initial Manager(s) is/are identified as: Castle Group Holdings, LLC, a Florida Limited Liability Company.

7. With the written simple majority consent of the members, new members may be admitted into the limited liability company upon the payment of such capital contribution and upon such terms as the members decide by a simple majority vote. In the event that new members are admitted