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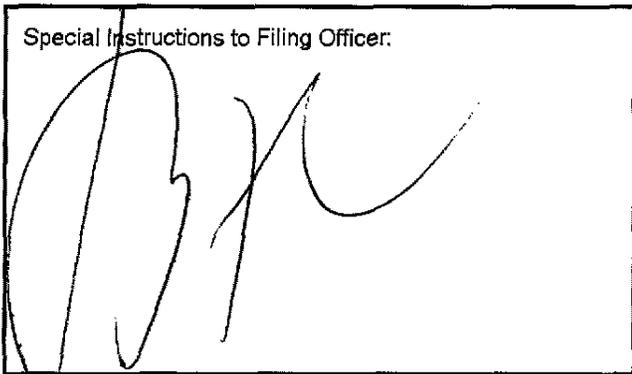
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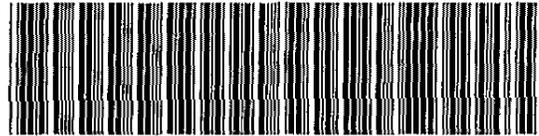
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Harbor Villas, LLC

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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ARTICLES OF ORGANIZATION
OF
HARBOR VILLAS, LLC

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act ("Act") Section 608.40 - 608.514, Florida Statutes, does hereby make, acknowledge and file these Articles of Organization.

Article I
Name

The name of the limited liability company is HARBOR VILLAS, LLC (the "Company").

Article II
Address

The mailing address and the principal office address is 500 Central Drive, Ste 110, Virginia Beach, VA 23454.

Article III
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article IV
Member Managed

This Company shall be managed by the Members of the Company.

The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address</u>
"MGR" = Manager	
"MGRM" = Managing Member	
Bobby Nelin, MGR	500 Central Drive, Ste 110 Virginia Beach, VA 23454
Greg Nelin, MGR	500 Central Drive, Ste 110 Virginia Beach, VA 23454

Michael P. Nelin, MGRM	1085 Route 112 Port Jefferson Station, New York 11776
Richard F. Nelin, Jr. MGRM	1085 Route 112 Port Jefferson Station, New York 11776
Richard F. Nelin, Sr. MGRM	1085 Route 112 Port Jefferson Station, New York 11776
Thomas Mulvaney, MGRM	P. O. Box 7842 Jupiter, Fl. 33468-7842

Article V
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VI
Continuation on Death, Retirement, Etc., of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operation Agreement.

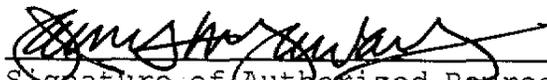
Article VII
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

Article VIII
Initial Registered Office and Agent

The original address of the initial registered office of this Company is 1211 The Plaza, Singer Island, Florida 33404-4740, and the name of the initial registered agent of this Company at that address is James M. Stewart, Esq.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial member has executed these Articles this 29th day of March, 2005.



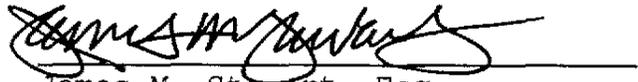
Signature of Authorized Representative

James M. Stewart, Esq.

Print Name

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designate in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to 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 as provided for in Chapter 604, F.S.



James M. Stewart, Esq.
Registered Agent

My File Number: 03.304.5010