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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 495805 150067A

AUTHORIZATION :

COST LIMIT : \$ 125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 20, 2005

ORDER TIME : 3:53 PM

ORDER NO. : 495805-005

CUSTOMER NO: 150067A

CUSTOMER: Ms. Stacy A. Browning
Vihlen & Sills, P.a.

Suite C
1173 Spring Centre S Blvd.
Altamonte Sprin, FL 32714

DOMESTIC FILING

NAME: WHITE CEDAR-CHURCH, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION FOR
WHITE CEDAR-CHURCH, LLC**

**ARTICLE I
NAME**

The name of this limited liability company shall be: **WHITE CEDAR-CHURCH, LLC.**

**ARTICLE II
ADDRESSES**

The mailing address of this limited liability company is:

204 North Park Avenue, Suite 100
Sanford, Florida 32771

and, the street address of the principal office is:

204 North Park Avenue, Suite 100
Sanford, Florida 32771

**ARTICLE III
DURATION**

The existence of this limited liability company shall begin upon the filing of these Articles of Organization and shall continue until terminated as provided for in the regulations of this limited liability company or by general law.

**ARTICLE IV
PURPOSE OF THE LIMITED LIABILITY COMPANY**

The sole purposes of this limited liability company shall be to: (i) fund, facilitate and expedite on behalf of the City of Sanford, pursuant to a Joint Facilitation of Public Infrastructure Agreement the construction of certain road improvements to portions of the City of Sanford right-of-ways known as North White Cedar Road and Church Street; (ii) enter into one or more construction contracts or subcontracts for the construction of the improvements to North White Cedar and Church Street; and (iii) conduct and engage in any ancillary activities associated with the foregoing.

**ARTICLE V
MANAGEMENT**

Management of this limited liability company is hereby reserved to the members who shall govern the management of the company.

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ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The members, pursuant to rules established thereby in the limited liability company's Operating Agreement, may permit the admission of additional members, including substitute members and assignees of a membership interest. The members shall determine the required capital contributions of any such additional members.

ARTICLE VII
MEMBERS' RIGHT TO CONTINUE BUSINESS

The members of this limited liability company shall have the right to continue the business of the company, despite the death, 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 VIII
ADDITIONAL CONTRIBUTIONS

No member shall have any obligation to make any additional contribution to this limited liability company, unless the additional contribution is unanimously approved by all of the members.

ARTICLE IX
TRANSFERABILITY OF INTEREST

The member's interest in this limited liability company may be transferred as set forth in the Operating Agreement of this company.

ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION

The power to adopt, alter, amend or restate these Articles of Organization is vested in the members. Any adoption, alteration, amendment or restatement of these Articles of Organization must be unanimously approved by all of the members.

ARTICLE XI
AMENDMENT OF OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of this limited liability company is vested in the members. Any adoption, alteration, amendment, or repeal of the regulations shall require a unanimous vote of all the members.

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this limited liability company shall be Vihlen & Sills, P.A.. The registered office shall be located at 1173 Spring Centre South Boulevard, Suite C, Altamonte Springs, Florida 32714.

IN WITNESS WHEREOF, the undersigned members have hereunto set their hands and seals this 27th day of June, 2005.

RANDYARD RAILWAY DEVELOPMENT, INC.,
 Member

By: 

Name Printed: SEN VILLEN

Title: Managing Director/President

WASTE SERVICES OF FLORIDA, INC.,
 Member

By: 

Name Printed: Ivan R. Cairns

Title: Vice-President and Secretary

COX LUMBER CO. Member

By: 

Name Printed: ARLEN E. TILLIS

Title: Executive Vice President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for **WHITE CEDAR-CHURCH, LLC** at the place designated in the Articles of Organization, 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 608, F.S.

VIHLEN & SILLS, P.A.

By: 
 Sidney L. Vihlen, III