

FROM : NEIL SCHAFFEL PA
Division of Corporations

FAX NO. : 954-755-2515

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LIMITED LIABILITY COMPANY

Frostproof Acres, LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION
OF
FROSTPROOF ACRES, LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608, i.e. the "Act").

1. Name. The name of this limited liability company is FROSTPROOF ACRES, LLC (the "Company").

2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of December 31, 2102 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Purpose. The purpose for which the Limited Liability Company is organized is to operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, mortgage, hypothecate, and otherwise deal in real property and its appurtenances and fixtures; and to deal in direct interests, partnership interests, stockholder interests, and joint venture interests or other equity or investment interest which represent shares in such property owned by the Company or other entities in which the Company shall hold an ownership interest; and to build or contract for the building of buildings and other structures on such property, and to engage in any lawful act or activity for which a limited

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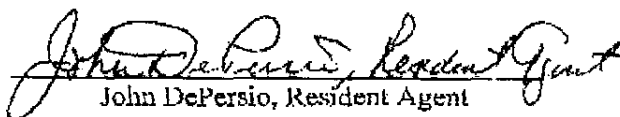
liability company may be organized under the Act.

4. Mailing Address and Street Address. The mailing address and street address of the principal office of the Company is 10519 NW 67th Court, Parkland, Florida 33076.

5. Registered Agent, Registered Office, and Registered Agent's Signature. The name and the Florida street address of the initial registered agent and the address of the registered office of the Company is:

John DePersio
10519 N.W. 67th Court
Parkland, FL 33076

Having been named as registered agent and to accept service of process for the above-named 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 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.


John DePersio, Resident Agent

6. Additional Members. Additional members to the Company may be admitted, but only if the current members unanimously agree to the admission of the additional members and to the terms of admission.

7. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the company, the remaining members may, by unanimous written agreement, continue the business of the Company.

8. Management of the Company. The Limited Liability Company is to be managed by

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its members or elected managing member or members and is, therefore, a member-managed company. The following shall be the initial members and the managing member as indicated:

FJ3 Development, LLC, a Florida limited liability company
10519 N.W. 67th Court
Parkland, FL 33076

Managing Member

9. Limitation on Agency Authority of Members. No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member. Such authority shall be reserved for the managing member of the Company.

10. Regulations or Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal regulations or Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization in Coral Springs, Florida, on this 12 day of August, 2005.

Signature of a member or an authorized
representative of a member.

FJ3 Development, LLC

By: 

John DePersio, Managing Member

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