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Meera Bhutta

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PARK SQUARE HOMES

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ORLANDO

State FL ZIP 32811-7674

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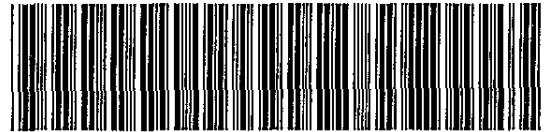
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Incorporators
in affidavit



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 8, 2005

MEERA BHUTTA
PARK SQUARE HOMES
5200 VINELAND RD., STE 200
ORLANDO, FL 32811-7674

SUBJECT: ORANGE POOLS LLC
Ref. Number: W05000041758

We have received your document for ORANGE POOLS LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies do not have Incorporators. You can say Organizer but not Incorporator.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 105A00055826

Articles of Organization
For
ORANGE POOLS LLC.
A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act; do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be ORANGE POOLS, LLC.
2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continues by the consent of all the remaining members, or by amendment of the Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. **Address.** The mailing address and street address for the Company shall be 5200 Vineland Road, Suite 200, Orlando, Florida 32811.
4. **Registered Agent and Office.** The name of the initial registered agent for this company is Suresh K. Gupta, and his street address is 5200 Vineland Road, Suite 200, Orlando, Florida 32811.
5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional Members may be admitted upon approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
6. **Right to Continue Business.** The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.
7. **Management of Company.** The business of the Company shall be managed by two managers. The Company shall be a Member Managed Company. The names and addresses of the managers who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Name
Braham R. Aggarwal

Address
5200 Vineland Road
Suite 200
Orlando, Florida 32811

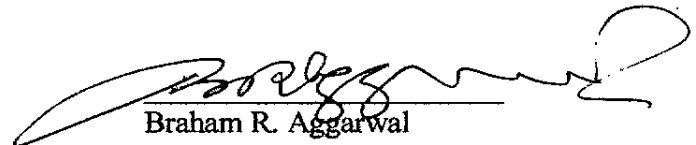
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the state of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and acknowledged by the Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.
9. **Regulations of Company.** The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members, unless vested in the Members of the company by any subsequent amendments to these Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.
10. **Informal action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.
11. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations of the Company. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent the transferee of the interest of such member shall have no right to participate on the management of the business and affairs of this company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.
12. **Withdrawal or Reduction of Member's Contributions to Capital.** A Member shall not receive out of the Company property any part of his or its contribution to capital until:
- (a) All liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,
 - (b) The consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,
 - (c) These articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned organizers hands and seals this 14th day of September, 2005.


Suresh K. Gupta



Braham R. Aggarwal

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared SURESH K. GUPTA, and BRAHAM R. AGGARWAL, all to me personally known, and they acknowledged to and before me that they executed the same for the purpose therein expressed.

Dated this 14th day of September, 2005

RACHEL M. BROWN
Notary Public, State of Florida
My comm. exp. Sept. 23, 2005
Comm. No. DD 054881


Notary Public
State of Florida at Large

My Commission Expires:

Sept 23, 2005

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company, I hereby accept the appointment as Registered Agent and agree to act in the 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 in Chapter 608, Florida Statutes.


Suresh K. Gupta