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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 OCT 18 P 3:28

# ***RONALD M. HAND, P.A.***

*Attorney at Law  
921 West Emmett Street  
Kissimmee, FL 34741  
(407) 846-6133 (voice)  
(407) 846-3664 (fax)*

◆◆◆

October 13, 2005

Secretary of State  
Corporate Division  
The Capital  
Tallahassee, FL 32304

Re: Rising River, II, L.L.C.

Dear Sir/Madam:

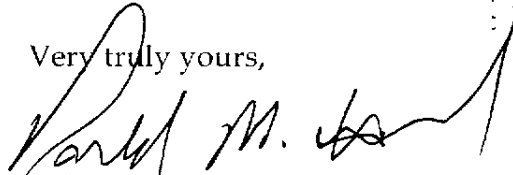
Enclosed please find an original of the Articles of Organization, and Certificate of Designation of Registered Agent/Registered Office, for the above-named corporation. We have also enclosed a check in the amount of \$133.75, to cover the costs as follows:

Filing Fee - Secretary of State	\$100.00
Designation of Registered Agent	\$ 25.00
Certificate of Status	\$ 8.75

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FL  
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Please process the enclosed documents at your earliest convenience. Thank you for your prompt attention to the above. Should you have any questions concerning the enclosed, please do not hesitate to contact our office.

Very truly yours,

  
Ronald M. Hand, Esq.

RMH/sg

Enclosures

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05-178

ARTICLES OF ORGANIZATION  
OF  
RISING RIVER II, L. L. C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby adopt the following Articles of Organization:

ARTICLE I  
NAME

The name of the Company is: **RISING RIVER II, L. L. C.**

ARTICLE II  
DURATION

The duration of the Company is fifty (50) years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, 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 continued by the consent of all the remaining members, or by amendment of the Articles of Organization providing for continued existence of the company subsequent to the foregoing events.

ARTICLE III  
PURPOSE

The purpose for which the Company is organized is to engage in real estate development and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV  
ADDRESS

The street address and mailing address for the Company is: 921 West Emmett Street, Kissimmee, Florida 34741.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Company is: 921 West Emmett Street, Kissimmee, Florida and the name of its initial Registered Agent at that address is: Ronald M. Hand.

**ARTICLE V**  
**MEMBERS**

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

**ARTICLE VI**  
**RIGHT TO CONTINUE BUSINESS**

The remaining members may continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

**ARTICLE VII**  
**MANAGEMENT OF COMPANY**

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The manager(s) may be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, who shall serve until the first annual meeting of the members or until their successors are elected and qualify. The name and addresses of the Manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Name: Entrust Northeast, LLC FBO, Richard Landy, IRA#1057  
Address: 13 Rockland Terrace  
City, State, Zip: Verona, New Jersey 07044

**ARTICLE VIII**  
**AMENDMENT**

Any amendment to this Articles of Organization shall be on such form(s) as 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 sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall also be signed by the Member to be added.

ARTICLE IX  
INDEMNIFICATION

The Company shall indemnify each Manager or Member, including former Manager(s) or Member(s), to the full extent permitted by law.

ARTICLE X  
REGULATIONS OF COMPANY

The power to adopt, alter, amend and repeal the Regulations of the limited liability company shall be vested in the Members, unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) 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 Manager(s).

ARTICLE XI  
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 Manager(s) of the Company as part of its records.

ARTICLE XII  
CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company unless otherwise provided herein.

ARTICLE XIII  
TRANSFERABILITY

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. 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 in the management of the business and affairs of the 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.

ARTICLE XIV  
WITHDRAWAL OR REDUCTION OF MEMBERS' CONTRIBUTIONS TO CAPITAL

A Member shall not receive out of the Company any part of his, hers 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 repayment 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, her or its contribution in the manner provided for in the Regulations of the company.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on this 12 day of October, 2005.

This Agreement is signed by Entrust Northeast, LLC ("ENE") not individually but solely agent for the Custodian under the Individual Retirement Account Plan Agreement also known as Form 5305-A. Said Agreement is hereby made a part hereof & any claims against ENE which may result here from, shall be payable only out of any IRA property which may be held hereunder. Any & all personal liability of ENE is hereby expressly waived by the parties hereto & their respective successors & assigns. All representations & undertakings are of ENE as agent for the Custodian as aforesaid & not individually & no liability is assumed by or shall be asserted against ENE personally as a result of the signing of this instrument. The grantor, as account controller, has made all representations & Warranties contained herein & ENE, as agent for the Custodian, is signing this document along with the grantor merely to assist the grantor in this purchase as prescribed by the Internal Revenue procedures requiring the purchase to be made by an IRA Custodian on behalf of the Individual Retirement Account. ENE hereby disclaims all fiduciary responsibility for the investment choice and its inherent risks. The beneficial owner indemnifies and agrees to hold harmless ENE in following these instructions.

Entrust Northeast, LLC EBO  
Richard Landy, IRA # 1057

By Jennifer N. Watson  
Member

STATE OF NEW JERSEY  
COUNTY OF ESSEX

BEFORE ME, personally appeared Jennifer Watson well known and known to me to be the person authorized by the Member as described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed. An oath was not taken and a New Jersey Driver's License was used as identification.

WITNESS my hand and official seal this 12<sup>th</sup> day of October, 2005.

Linda Varas  
NOTARY PUBLIC

My Commission Expires:

*Read and  
approved by  
me: Rich*

LINDA VARAS  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Jan. 10, 2009

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement is designating the registered office/registered agent, in the State of Florida.


1. The name of the limited liability company is: **RISING RIVER, II, L. L. C.**
2. The name and address of the registered agent and office is:

Ronald M. Hand  
921 West Emmett Street  
Kissimmee, Florida 34741

**ACCEPTANCE BY REGISTERED 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 this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 14<sup>th</sup> day of October, 2005.

  
\_\_\_\_\_  
Ronald M. Hand  
Registered Agent

TALLAHASSEE  
SECRETARY OF STATE  
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