

Nov. 11 2005 10:35AM  
Division of Corporations

11/11/2005 11:11:11

**L05000110748**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H05000264806 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : MORAN & SHAMS, P.A.  
Account Number : I200000000003  
Phone : (407)841-4141  
Fax Number : (407)841-4148

RECEIVED

05 NOV 15 PM 12:12

DIVISION OF CORPORATION

Thomas NOV 15 2005

**LIMITED LIABILITY COMPANY**

**WILLOW POINT INVESTMENT GROUP, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 NOV 15 AM 10:05

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

((H05000264806 3)))

**ARTICLES OF ORGANIZATION**  
**OF**  
**WILLOW POINT INVESTMENT GROUP, LLC**

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

**ARTICLE I - NAME**

The name of this limited liability company is WILLOW POINT INVESTMENT GROUP, LLC (the "Company").

**ARTICLE II - DURATION**

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the affirmative vote of members representing a majority ownership interest in the Company ("Majority Interest").

**ARTICLE III - PURPOSE**

This limited liability company is organized for the transaction of any and all lawful business.

**ARTICLE IV - POWERS**

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

**ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The street address and mailing address of the principal office and place of business of the Company is 1258 Spring Lake Drive, Orlando, Florida 32804, and the name and address of the initial registered agent of the Company is Scott E. Johnson, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 NOV 15 AM 10:05

FILED

((H05000264806 3)))

((H05000264806 3)))

#### ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of a Majority Interest.

#### ARTICLE VII - ADMISSION OF MEMBERS

Subject to the restrictions contained in the Company's Operating Agreement, additional members may be admitted from time to time upon the approval of the Managing Member on terms defined in the Company's Operating Agreement.

#### ARTICLE VIII - TERMINATION OF MEMBERSHIP

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

#### ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by Frederic R. Lehman, who shall serve as the Managing Member of the company until and unless otherwise determined by the members of the Company pursuant to the terms of the Company's Operating Agreement or until his successor is elected and qualified to act in such capacity.

#### ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

#### ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the written agreement of a Majority Interest ; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless a Majority Interest of the remaining members of this limited liability company consent in writing to continue the Company.

FILED  
05 NOV 15 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

((H05000264806 3)))

**ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST**

No member may transfer his, her or its membership interest except as specifically provided in the Company's Operating Agreement.

**ARTICLE XIII - AMENDMENT**

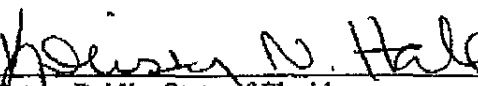
This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporate these Articles of Organization as of this 14th day of ~~October~~, 2005.  
November

  
Frederic R. Lehman, Managing Member

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 14th day of ~~October~~ November 2005, by Frederic R. Lehman, who is personally known to me or who produced \_\_\_\_\_, as identification.

  
Notary Public, State of Florida  
My Commission Expires:



Kristy N. Hale  
MY COMMISSION # DD163780 EXPIRES  
November 11, 2006  
BONDED THRU TROY BANK INSURANCE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 NOV 15 AM 10:05

FILED

Nov. 15. 2005 10:35AM

No. 1173 P. 5

((H05000264806 3))

**CERTIFICATE OF REGISTERED AGENT  
AND REGISTERED OFFICE**

**WILLOW POINT INVESTMENT GROUP, LLC**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.

  
\_\_\_\_\_  
Scott E. Johnson, Registered Agent

U:\KCD\Scott Johnson\Willow Point Investment Group\Clean Amended Articles of Org. 11.2.05.doc

FILED  
05 NOV 15 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

((H05000264806 3))