

LO6000071686

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

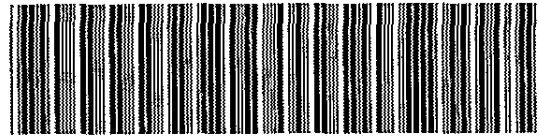
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500077532005

07/17/06--01039--007 \*\*155.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 JUL 17 PM 12:49

DB

Michael D. Chiumento  
Michael D. Chiumento III  
William J. Bosch  
Jay W. Livingston

# CHIUMENTO & ASSOCIATES

ATTORNEYS AT LAW P.A.

Telephone: (386)445-8900  
Fax: (386)447-1336  
Real Estate Fax: (386)445-6702

July 12, 2006

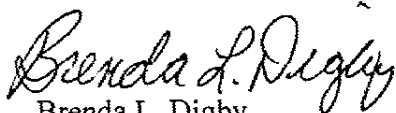
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Landamer, LLC**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization concerning Landamer, LLC, together with our firm's check in the amount of \$155.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

Sincerely,



Brenda L. Digby  
Legal Assistant

bd  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 JUL 17 PM 12:49

Z:\Letters\Secty State Art Org ltr.doc

**ARTICLES OF ORGANIZATION  
FOR  
LANDAMER, LLC  
a Florida Limited Liability Company**

The undersigned, an authorized representative of a Member, desiring to form a limited liability under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I – NAME**

The name of this company shall be LANDAMER, LLC

**ARTICLE II – DURATION/CONTINUATION**

The period of this company's duration shall continue for a period of twenty-five years from the date hereof or until 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 with the consent of all the remaining members.

**ARTICLE III – ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address is 55 River Beach Drive, Ormond Beach, FL 32176

**ARTICLE IV – REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Chiumento & Associates, P.A., 4 Old Kings Road North, Suite B, Palm Coast, FL 32137

**ARTICLE V – MEMBERS**

The initial members of the limited liability company are as follows:

|                |                                                |
|----------------|------------------------------------------------|
| Terry Amerland | 55 River Beach Drive<br>Ormond Beach, FL 32176 |
| Karen Hoitsma  | 55 River Beach Drive<br>Ormond Beach, FL 32176 |

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 JUL 17 PM 12:49

## **ARTICLE VI – ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

## **ARTICLE VII – MANAGEMENT**

The business of the Company shall be managed by a manager or managers and is, therefore, a manager-managed Company. The manager is as follows:

Terry Amerland

55 River Beach Drive  
Ormond Beach, FL 32176

## **ARTICLE VIII – AMENDMENT**

Any amendments 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 sworn to by all 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.

## **ARTICLE IX – INDEMNIFICATION**

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be inclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2006 JUL 17 PM 12:49

## ARTICLE X – REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

## 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.

## ARTICLE XII – TRANSFER OF MEMBER'S INTEREST

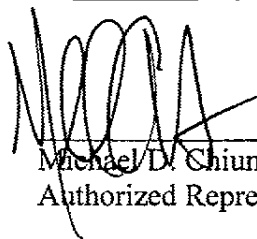
An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

## ARTICLE XIII – SINGLE PURPOSE

The Company shall not (a) engage in any business or activity other than the ownership and operation of that certain real property located in Volusia County, Florida, as more particularly described on Exhibit A attached hereto ("Property"), and the development of the Property and the sale or leasing of units developed on the Property ("Corporate Purposes"); (b) acquire or own any material assets other than (i) the Property; and (ii) such incidental personal property as may be necessary to the Corporate Purposes; (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case the consent of the first mortgagee on the Property, its successors and assigns ("Lender") until the loan from Lender is satisfied; (d) fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with the provisions of the Company's Articles of Organization, Operating Agreement, or similar organized documents; or (e) commingle its assets with the assets of any of its members' affiliates, principals or of any other person or entity.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 JUL 17 PM 12:49

IN WITNESS WHEREOF, the undersigned as an authorized representative of a Member has hereunto set his hand and seal this 12<sup>th</sup> day of July 2006.

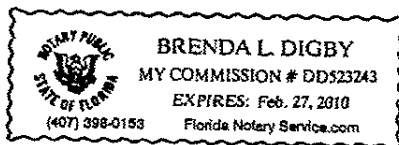


Michael D. Chiumento III  
Authorized Representative of a Member

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Michael D. Chiumento III who is personally known to me or who produced a driver's license as identification, and who is described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this  
12<sup>th</sup> day of July 2006.



Brenda L. Digby  
Notary Public, State of Florida  
My Commission Expires: 2/27/2010

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.

[Signature]  
Chiumento & Associates, P.A.  
By: Michael D. Chiumento III  
Registered Agent  
Date:

U:\MChiumentoIII\Landamer LLC\Articles of Organization.doc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 JUL 17 PM 12:49

### Exhibit A

N75 FT of E 82 FT of Lot 3 E of FEC RR BLK 28-1/2 M & C Holly Hill, as per map in Deed Book "O", Page 312, Public Records of Volusia County, Florida; together with a perpetual easement for ingress and egress over, upon and through the Southerly 15 feet of the Southerly 90 feet of Lot 2, Block 28-1/2 Mason & Carswell's Holly Hill, as per map in Deed Book "O", Page 312, Public Records of Volusia County, Florida; subject to a perpetual easement for ingress and egress over, upon and through the southerly 12 feet and the northerly 15 feet of said property, with the street address of 232 Carswell Avenue, Holly Hill, Florida 32117

U:\MChiumento\HIL\Landamer LLC\Exhibit A.doc

FILED  
SECRETARY OF STATE  
DIVISION OF RECORDS & STATISTICS  
2006 JUL 17 PM 12:49