

# LO6000109562

Division of Corporations

Page 1 of 1

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.

(((H07000088608 3)))



H070000886083ABCA

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 : BROAD AND CASSEL (ORLANDO)  
Account Number : I19980000090  
Phone : (407) 839-4200  
Fax Number : (407) 839-4264

BLT

07 APR 10 AM 9:40

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

SPRING LAKE COVE II LP PARTNERS, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$60.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

07 APR 10 AM 7:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

850-205-0381

4/8/2007 10:50

PAGE 001/001

Florida Dept of State



April 6, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SPRING LAKE COVE II LP PARTNERS, L.P.C.  
P.O. BOX 4961  
ORLANDO, FL 32802-4961

SUBJECT: SPRING LAKE COVE II LP PARTNERS, L.P.C.  
REF: L06000109562

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and re-fax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The last page of the document, the Certificate of Designation of Registered Agent/Registered Office, did not come through. Please re-fax the document for processing.

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) 245-6911.

Brenda Tadlock  
Senior Section Administrator

FAX Aud. #: H07000088608  
Letter Number: 407A00023371

850-205-0381

4/9/2007 11:33

PAGE 001/001

Florida Dept of State



April 9, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SPRING LAKE COVE II LP PARTNERS, L.L.C.

P.O. BOX 4961

ORLANDO, FL 32802-4961

SUBJECT: SPRING LAKE COVE II LP PARTNERS, L.L.C.

REF: L06000109562

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The last page of your filing is still not coming through completely. Please refile the entire document.

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) 245-6967.

Leslie Sellers  
Document Specialist

FAX Aud. #: H07000088608  
Letter Number: 307A00023805



390 NORTH ORANGE AVENUE  
SUITE 1400  
ORLANDO, FLORIDA 32801  
P.O. BOX 4961 (32802-4961)  
TELEPHONE: 407.839.4200  
FACSIMILE: 407.425.8377  
www.broadandcassel.com

## TELECOPIER TRANSMITTAL

DATE: Monday, April 09, 2007 8:07:14 PM  
TO: Division of Corporations  
ADDRESS: Secretary of State - Florida  
TELECOPIER PHONE NO.: 1-850-205-0383  
CONFIRMATION PHONE NO.:  
FROM: Mary Ellen Carmack  
TOTAL NUMBER OF PAGES: 08 (including cover)  
CLIENT AND MATTER: 12908-0140

### MESSAGE:

PLEASE NOTIFY US IMMEDIATELY IF ALL PAGES WERE NOT RECEIVED AT 407.839.4200

FAX OPERATOR: FIRST ATTEMPT: SECOND ATTEMPT:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 APR 10 AM 9:40

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
SPRING LAKE COVE II LP PARTNERS, L.L.C.**

SPRING LAKE COVE II LP PARTNERS, L.L.C., the original Articles of Organization for which were filed with the Florida Department of State on November 13, 2006, does hereby amend and restate its Articles of Organization, in accordance with Section 608.411 of the Florida Statutes to read as follows:

**ARTICLE I - Name:**

The name of the limited liability company is FOUNTAINS AT ROWAN COVE I MANAGERS, L.L.C. (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Company is 329 N. Park Avenue, Suite 300, Winter Park, FL 32789.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved by the Members of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the names and addresses of the Managers are:

<u>Name</u>	<u>Address</u>
Paul M. Missigman	329 N. Park Avenue, Suite 300 Winter Park, FL 32789
Jay P. Brock	329 N. Park Avenue, Suite 300 Winter Park, FL 32789
Tricia Doody	329 N. Park Avenue, Suite 300 Winter Park, FL 32789

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

#### **ARTICLE VI - Adoption of Operating Agreement**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

#### **ARTICLE VII - Registered Agent and Office:**

The registered agent for the Company is B&C Corporate Services of Central Florida, Inc., and the street address of the Company's registered office is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

#### **ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles or Organization, which amendment shall only be effectuated by the unanimous written approval of the Members of the Company.

#### **ARTICLE IX - Indemnification:**

Each individual or entity who is or was a member or manager 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 or manager of the Company ("Indemnatee"), 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 Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee 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 in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization, 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, manager or officer existing at the time of such repeal or amendment.

#### **ARTICLE X - Continuation of Business**


Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, 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 WITNESS WHEREOF, the undersigned Members have executed these Amended and Restated Articles of Organization as of this 17 day of April, 2007.


MEMBERS:

FLORIDA CIS HOUSING ADVISORS, L.P., a  
Florida limited partnership

By: Florida CIS Housing Advisors, L.L.C., a  
Florida limited liability company, its general  
partner

By:   
Michael J. Sciarrino, Manager

  
Paul M. Missigman

  
W. Scott Culp

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is FOUNTAINS AT ROWAN COVE I MANAGERS, L.L.C.
2. The name and address of the registered agent and office is:  
  
B&C Corporate Services of Central Florida, Inc.  
390 North Orange Avenue, Suite 1400  
Orlando, Florida 32801

Having been designated as the Registered Agent for Fountains at Rowan Cove I Managers, L.L.C., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 608, Florida Statutes.

B&C Corporate Services of Central Florida, Inc.



By: \_\_\_\_\_  
Name: Janice C. Myers  
Title: Vice President

Dated this 4th day of April, 2007.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 APR 10 AM 9:40