

LD9000027967

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(Address)

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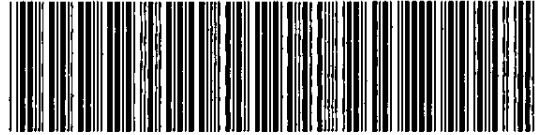
(Business Entity Name)

(Document Number)

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09 MAR 20 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PHILIP TATICH  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELLOR AT LAW  
POST OFFICE BOX 2545  
WINTER PARK, FLORIDA 32790-2545

TELEPHONE (407) 629-4433  
FACSIMILE (407) 629-4455

1151 NORTH ORANGE AVENUE  
WINTER PARK, FLORIDA 32789

March 18, 2009

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: MDCV Management, LLC

Gentlemen/Ladies:

Enclosed are two (2) executed counterparts of the *Articles of Organization* of the referenced limited liability company, together with a check in the amount of \$155.00 to cover the following fees:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Designation	<u>25.00</u>
Total	<u>\$155.00</u>

The certified copy of the *Articles of Organization* should be returned to the undersigned.

Very truly yours,

  
Philip Tatich

PT/mji

Enclosures

cc: Client

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**ARTICLES OF ORGANIZATION OF  
MDCV MANAGEMENT, LLC**

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The undersigned, desiring to form a limited liability company under and by virtue of the laws of the State of Florida and specifically pursuant to the provisions of Chapter 608, *Florida Statutes (2008)*, does hereby execute these *Articles of Organization*.

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**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the Company shall be **MDCV MANAGEMENT, LLC** and its principal office and mailing address shall be 1151 North Orange Avenue, Winter Park, Florida.

**ARTICLE II  
REGISTERED AGENT**

The name and street address of the initial registered agent and registered office of this Company shall be **PHILIP TATICH**, 1151 North Orange Avenue, Winter Park, Florida 32789.

**ARTICLE III  
COMMENCEMENT DATE AND TERM OF EXISTENCE**

This Company shall have perpetual existence which shall commence upon the subscription and acknowledgment of these Articles of Organization.

**ARTICLE IV  
MANAGEMENT OF THE COMPANY**

This Company is to be managed by one or more members and is, therefore, a member-managed company. The initial members of the Company shall be Gregg A. Wasserman, Lena K. Wasserman and Philip Tatich.

**ARTICLE V**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted in the manner set forth in the Operating Agreement of this Company.

**ARTICLE VI**  
**PURPOSE**

The Company's business and purpose shall consist solely of management responsibilities with respect to Mt. Dora Club Villas, LLC, a Florida limited liability company and such incidental activities as are necessary, incidental or appropriate in connection with such management responsibilities.

**ARTICLE VII**  
**EFFECT OF BANKRUPTCY, DEATH,**  
**INCOMPETENCY OR WITHDRAWAL OF A MEMBER**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. In the event that the Company has only one Member, such Member may not withdraw as a Member of the Company without the prior written consent of the Lender, which consent may be granted, withheld or conditioned in the Lender's sole

discretion, including, without limitation, the condition that a succeeding Member acceptable to Lender in Lender's sole discretion exist and succeed the withdrawing Member so that the operations and existence of the Company continue.

**ARTICLE VIII**  
**GOVERNING PROVISIONS**

In the event of any conflicts between the terms and conditions of these Articles of Organization and the Company's Operating Agreement or similar organizational documents, the terms and conditions of these Articles of Organization shall govern, but only to the extent of any such conflicts.

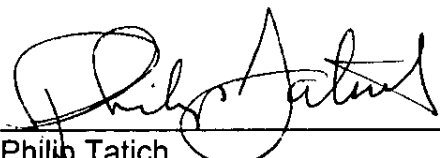
IN WITNESS WHEREOF, the undersigned has executed these *Articles of Organization* as of the 18<sup>th</sup> day of March, 2009.

  
Philip Tatich, as Authorized Agent

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TALLAHASSEE FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been designated as the Registered Agent in the foregoing *Articles of Organization of MDCV MANAGEMENT, LLC*, a Florida limited liability company, does hereby accept such designation and agrees to comply with the requirements of law incident thereto.

  
Philip Tatich  
1151 North Orange Avenue  
Winter Park, Florida 32789