



LICENSED REAL ESTATE BROKER

L95000000228

EXECUTIVE BUILDING  
412 NORTH EAST 10th AVENUE  
P.O. BOX 1776  
GAINESVILLE FLORIDA 32602  
TELEPHONE (800) 314-1974  
FAX (800) 376-0851

March 16, 1995

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Filing of Florida limited liability company,  
GATORWOOD, L.C.

Dear Sir/Madam:

Please find enclosed the following documents for filing of the  
above named Florida limited liability company:

Check #444 in the amount of \$337.50 for filing fees, including  
the fee for our request for a certified copy;

Articles of Organization for GATORWOOD, L.C.;

Affidavit of Membership and Contributions; and

Registered Agent designation certificate for GATORWOOD, L.C.

If you have any questions regarding the enclosed, or need any  
additional information, please let me know as soon as possible.  
Thank you for your assistance with this matter.

Sincerely,

DENNIS G. LEE

/ku  
Enc.

corp/gk/filing.dgl

3/22/95  
L95-228

FILED  
1995 MAR 21 PM 3:17  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY  
OF  
GATORWOOD, L.C.

FILED  
MAR 21 1967

The undersigned, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such company:

ARTICLE I

Name. The name of this Company is GATORWOOD, L.C..

ARTICLE II

Address. The principal business office of the Company shall be located at 412 NE 16th Avenue, Gainesville, Florida, 32601, the Company's registered office shall be located at 412 NE 16th Avenue, Gainesville, Florida, 32601.

ARTICLE III

Duration. The term of the Company commenced on the date of filing of the Articles of Organization. The Company shall dissolve and be terminated upon the earlier happening of any one of the following:

(a) upon written agreement of Members holding fifty-one percent (51%) of the Membership Interests;

(b) upon the death, retirement, resignation, Bankruptcy, court declaration of incompetence with respect to, or dissolution of, a Member, unless within ninety (90) days after the event there are at least two (2) remaining Members and all remaining Members consent to continue the business of the Company.

ARTICLE IV

Management. The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

DENNIS G. LEE  
412 NE 16th Avenue  
Gainesville, Florida 32601

JANET L. MILLER  
412 NE 16th Avenue  
Gainesville, Florida 32601

EMILY G. LEE  
412 NE 16th Avenue  
Gainesville, Florida 32601

ARTICLE V

Transferability of Ownership Attribution. A member can transfer his or her rights to profits and distributions. However, a member cannot transfer his or her right to vote or participate in management of the Company without the unanimous written consent of all other members.

ARTICLE VI

Admission of Additional Members. Additional members may be admitted only with the unanimous consent of all other members.

ARTICLE VII

Members Rights to Continue Business. The right of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be as specified in Article III.

ARTICLE VIII

Amendment. These Articles can be amended by an affirmative vote of eighty percent (80%) of the members entitled to vote.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization for Florida Limited Liability Company, this 15th day of March, 1995.

Dennis G. Lee  
DENNIS G. LEE, Organizer

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME personally appeared DENNIS G. LEE, to me well known and known to me to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of March, 1995.

Katherine H. Upshaw  
Notary Public, State of Florida

KATHERINE H. UPSHAW  
NOTARY PUBLIC, STATE OF FLORIDA  
COMM. EXP. DECEMBER 30, 1996  
#CC249330

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GATORWOOD, L.C. deposes and says:

- 1) The above named limited liability company has at least two members;
- 2) The total amount of cash contributed by the member(s) is \$1,000.00;
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$5,000\*;
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$6,000.00. This total includes amounts from 2 and 3 above.

Dennis G. Lee  
DENNIS G. LEE

- \* Apartment buildings, subject to existing mortgages, with agreed value, net of mortgages, of \$5,000.00. Buildings are being contributed in conjunction with formation.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
MAR 21 1995  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

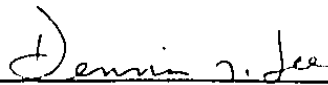
PURSUANT TO THE PROVISIONS OF SECTION 601.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1) The name of the limited liability company is: GATORWOOD,  
L.C.

2) The name and address of the registered agent and office  
is:

DENNIS G. LEE  
412 NE 16th Avenue  
Gainesville, Florida 32601

*Having been named as registered agent and to accept service of process for the above stated 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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
DENNIS G. LEE

3-15-95  
\_\_\_\_\_  
Date

FILE NOW: Fee after May 1, will be \$263.75

L95000000228  
LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED

96 FEB 28 AM 10:31

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILING FEE  
\$ 238.75  
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address  
of Limited Liability Company  
DOCUMENT #L95000000228

GATORWOOD, L.C.  
412 NE 16TH AVE.  
GAINESVILLE FL 32601

1a. Principal Place of Business Address  
412 NE 16TH AVE.  
GAINESVILLE FL 32601

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

3. Date Organized or Qualified 03/21/1995	3a. State of Formation FL
4. FEI Number 59-3304444	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent

LEE, DENNIS G  
412 NE 16TH AVE.  
GAINESVILLE FL 32601

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City

200001729072  
03/21/95  
FL  
\*\*\*\*238.75 \*\*\*\*238.75

9. Pursuant to the provisions of Sections 608.416 and 608.500, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

(Registered Agent Accepting Appointment) (SEE Registered Agent signature required when reappointing)

DATE

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	LEE, DENNIS G	412 NE 16TH AVE.	GAINESVILLE FL
MGRM	MILLER, JANET L	412 NE 16TH AVE.	GAINESVILLE FL
MGRM	LEE, EMILY G	412 NE 16TH AVE.	GAINESVILLE FL

2/29/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Dennis G. Lee 2-22-96 334-1976

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER OR OTHER CAP MANAGER

Date

Daytime Phone #