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| 2. (Corporat | on Name) | (Docume) | nt #) | | |
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| <u> </u> | on Name) ck up time | (Documer | cortified Copy | | |
| Mail out V | /ill wait Photocopy | C | ertificate of Status | | |
| NEW FILINGS | AMENDMENTS | | 20000145721; -04/14/9501068023 *****285.00 *****285.00 | | |
| Profit | NonProfit Resignation of R.A., Officer/Director | | | | |
| NonProfit | | | | | |
| Limited Liability | | | APR 1 9 1995 BSB | | |
| Domestication | Dissolution/Withdrawal | | APR 1 9 1773 | | |
| Other | Merger | | | | |
| OTHER FILINGS | REGISTRATION/ QUALIFICATION | | | | |
| Annual Report | Foreign | | | | |
| Fictitious Name | Limited Partnership | | | | |
| Name Reservation | Reinstatement | | | | |
| | Trademark | | | | |
| | Other | | Examiner's Initials | | |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED FILED LIABILITY COMPANY 95 APR 14 PM 2: 25

ARTICLE I - NAME

SECRETARY OF STATE OF LAMASSES, SLOSIDA

The name of the Limited Liability Company is:

Richardson Luxury Homes, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing address:

Street address:

45 Indian Bayou Drive Destin, FL 32541

45 Indian Bayou Drive Destin, FL 32541

ARTICLE III -DURATION

The period of duration for the Limited Liability Company shall be:

Beginning immediately upon the filing of these Articles of Organization and continuing thereafter from year to year, until terminated.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the names and address of such managers who are to serve as initial managers are:

Frank Richardson 45 Indian Bayou Drive Destin, FL 32541 Claudia Richardson 45 Indian Bayou Drive Destin, FL 32541

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be only upon the written consent of each of the existing members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, or bankruptcy of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining Members shall have the right either to purchase the interest of the terminating member in the limited liability company or to terminate and liquidate the business, pursuant to the Regulations of the limited liability company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of Richardson Luxury Homes, L.C. depose and say:

- 1. The above named limited liability company has at least two members.
- 3. The agreed value of property other than cash contributed by member(s) is \$98,000.00, such property being the residential contractors license of Michael Richardson together with his labor and services to the Company.
- 4. The total amount of cash or property anticipated to be contributed by the members is \$ 200,000.00 . This total includes amounts from 2 and 3 above.

Frank Richardson

Before me, the undersigned authority personally appeared FRANK RICHARDSON, personally known to me or who produced as identification, and executed the within document for purposes stated therein.

SUBSCRIBED AND SWORN to before me this 13th day of April, 1995.

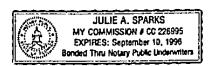


Notary Public
My commission expires: 9/10/96

Claudia Richardson

Before me, the undersigned authority personally appeared CLAUDIA RICHARDSON, personally known to me or who produced as identification, and executed the within document for purposes stated therein.

SUBSCRIBED AND SWORN to before me this 13th day of April, 1995.



Notary Public by Commission expires: 9/10/96

Michael Richardson

Before me, the undersigned authority personally appeared MICHAEL RICHARDSON, personally known to me or who produced as identification, and executed the within document for purposes stated therein.

SUBSCRIBED AND SWORN to before me this 13 day of April, 1995.

JULIE A. SPARKS
MY COMMISSION # CC 226995
EXPIRES: September 10, 1990
Bonded Thru Notary Public Underwriters

Notary Public My commission expires: 9/0/96

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 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.

- The name of the limited liability company is Richardson Luxury Homes, L.C.
- The name and address of the registered agent and office is: 2.

Claudia Richardson

45 Indian Bayou Drive
Destin, FL 32541

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 to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 4-13-95

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

| Sired Address (P.O. Box Number In Not Acceptable) Street Address (P.O. Box Number In Not Acceptable) Suite, Apt II, etc City Zip Code FL 9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered agent, and agreept the obligations. I hereby accept the appointment as registered agent, and agreept the obligations. SIGNATURE Use Code TL Sired Address (P.O. Box Number In Not Acceptable) DATE 3-8-96 Use Code The purpose of changing the registered agent, and agreept the obligations. DATE 3-8-96 | | L NOW. Fee arte | r way i, will be | \$203.75 | | |
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| SECRETARILY STATE | LIMIT | ANNUAL REPORT | | | | |
| The second blancy Address of Company DOCUMENT #L95000000302 RICHARDSON LUXURY HOMES, L.C. 46-XNDIAM BAYOU DR DESTIN FL 32541 DESTIN FL 32541 2 Making Address of Common may may, line through incorrect information and soft common nitry at 1 Date Organization Conditional Common may may for through incorrect information and soft common nitry at 1 Date Organization Conditional Common may may for through incorrect information and soft common nitry at 1 Date Organization Conditional C | FILING FEE Annual Report \$100.00 + \$138.78 Corporation Supplemental Fee | | | | 30 MVK 11 VH 3: 28 | |
| The CHARLESON DESTIN FL 32541 A5 INDIAN BAYOU DR DESTIN FL DELICAL Country A5 State, Apt 4 co. Cry Cry Cry Cry Cry Cry Cry Cr | \$ 238.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE | | | | SECRETARY OF STATE TALLAHASSEE, FLORIDA | |
| 2 Mining Place of Business 2 Mining Aldress S. S. Many 3 Mining Aldress 5 S. Many 4 Mining Aldress 5 S. Many 5 Suite Optimized 5 A. FEH America 6 A. TEH America 6 Descript 7 Applied for 8 Descript 9 Descript 10 Country 10 Descript 10 Desc | 45 INDIAN BAYOU DR DESTIN FL 32541 | | | | 45 INDIAN BAYOU DR | |
| Suite, Apt 4, onc Suite Applied For Suit | 2 Description of the many | | | 3. Date Organized or Qualified 3s. State of Formation | | |
| 3.25 Macus Street City & State Debut City & State D | | STIN FLORINA | Suite Aut Tole | M 34 | 04/14/1995 | FL / |
| 5. Date of Last Hispori 3.2541 7. Name and Address of Current Registered Agent 8. Name and Address of New Registered Agent 8. Name and Address of New Registered Agent 15. INDIAN BAYOU DR 8. Putsuant to the provisions of Sections 608.418 and 608.508. Florida Statutes, the above-named limited labely; company submits this statement for the purpose of changing strong standardics or registered agent, or both, in the State of Forda Statutes, the above-named limited labely; company submits this statement for the purpose of changing strong standardics or registered agent, or both, in the State of Forda Statutes, the above-named limited labely; company submits this statement for the purpose of changing strong standardics or registered agent, or both, in the State of Forda Statutes, the above-named limited labely; company submits this statement for the purpose of changing strong standardics, and specific or registered agent, or both, in the State of Forda Statutes, the above-named limited labely; company submits this statement for the purpose of changing strong standardics, and specific or registered agent, or both, in the State of Forda Statutes, the above-named limited labely; company submits this statement for the purpose of changing strong standardics, and specific or registered agent, or both, in the State of Forda Statutes, the above-named limited labely; company strong s | 305 Main Street | | | • | 4. FEI Number | |
| 7. Name and Address of Current Replatered Agent 7. Name and Address of Current Replatered Agent 8. Name and Address of New Registered Agent 18. Name and Addr | De | eten F1 | DESTIN FLOR | rga | 5. Date of Last Report | |
| Name Street Address (#.0, Box Number is Not Acceptable) | 32 | 1541 USA | 32541 Court | "SA | 4-14-25 | SA 15 Additional Fee Required |
| Sincer Address (F.O. Box Number is Not Acceptable) Sincer Address (F.O. Box Number is Not Acceptable) Surie, Apt # , etc Cty FL Zep Code 6. Putsuant to the provisions of Sections 608.416 and 608.508, Florida Statules, the above-named limited liability company submits this statement for the purpose of changing for optioned-office or registered agent, or both, in the State of Trends. Such change was authorized by atternative vote of a majority of the members. Thereby accept the appointment are required agent, and seep the day appointment of the purpose of changing was authorized by atternative vote of a majority of the members. Thereby accept the appointment of the required agent of the purpose of changing was authorized by atternative vote of a majority of the members. Thereby accept the appointment of the purpose of changing was authorized by atternative vote of a majority of the members. Thereby accept the appointment of the purpose of changing was authorized by atternative vote of a majority of the members. Thereby accept the appointment of the purpose of changing was authorized by the purpose of changing the property of the members. Thereby accept the appointment of the purpose of changing was authorized by the purpose of changing the purpose of changing was authorized by the purpose of changing the purpose of changing was authorized by the pu | | | iagistored Agent | | 3. Name and Address of New I | legistered Agent |
| 6. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statulos, the above-named limited kibbley company submits this statement for the purpose of changing stregisted dependence or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the mombers. Thereby accept the appointment are required agent, and pages the obligations. SIGNATURE: DATE 3-8-96 | RICHARDSON, CLAUDIA 45 INDIAN BAYOU DR DESTIN FL 32541 | | | Street Address (P | P.O. Box Number is Not Acceptable) | |
| 9. Pursuant to the provisions of Socians 608.416 and 608.508, Florida Statutes, the above-named limited habity company submits this statement for the purpose of changing its registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the mombers. Thereby accept the appointment is registered agent, and appropriate the obligations. SIGNATURE | Suite, Apt #, etc | | | | | |
| 9. Pursuant to the provisions of Socians 608.416 and 608.508, Florida Statutes, the above-named limited habity company submits this statement for the purpose of changing its registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the mombers. Thereby accept the appointment is registered agent, and appropriate the obligations. SIGNATURE | | | | City | | 7 to Corto |
| 9. Pusuant to the provisions of Sections 508 419 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing the registered agent, and appeal the obligations. SIGNATURE | | _ | | J., | FL | Zip code |
| Business Street Address City, State and Zip Code GRM RICHARDSON, FRANK IS INDIAN BAYOU DR DESTIN FL SIDIAN BAYOU DR DESTIN FL SIDIAN BAYOU DR Lide hereby conful 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 withor cently that the information indicated on this annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report or manager of the inmited liability company or this receiver or trusted empowered try secure this required by Chapter 508. Florida Statutes, and that yearned appears in Block 10, or or an attendance without the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report or manager of the inmited liability company or the receiver or trusted empowered try secure to the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal officet as it made under oath, that I am a annual report is true and accurate and that my signature shall have the same legal | ns registe | irodolice of registered agent, or both, in the S ried agent, and agcept the obligations. JRE | State of Florida. Such change was as W. R.W.a | uthorized by affirmali | ve vote of a minjority of the member | ors. I hereby accept the appointment |
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| I I do hereby cortify 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 uither certify linal the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as it made under oath, that I am a anaging member or manager of the limited liability company or the receiver or trustee empowered transceller lins report as required by Chapter 608. Florida Statutes; and that y name appears in Block 10, or on an attachment with an address. SIGNATURE SERVICE ALL TRIP DESCRIPTIONARY OF SHARE ANAGERS PROBLEM AND THE DESCRIPTION AND THE PROBLEM AND THE PR | IGRM | RICHARDSON, CLAUDIA | 45 INDIAN E | BAYOU DR | DESTIN | FL |
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| under centry that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as it made under oath, that I am a anaging member or manager of the limited liability company or the receiver or trustee empowered try execute this report as required by Chapter 608. Florida Statutes; and that y name appears in Block 10, or on an attachment with an address SIGNATURE S | | | | | | |
| SEPARTURE AL. 1919 DESCRIPTION OF SHARES MANAGES OF SHERE AND A STATE OF | runner ce nanaging : Ny name e | my first the information indicated on this an member or manager of the limited liability co- | nual report is true and accurate an impany or the receiver or trustee er | d that my signature inpowered to execut | shall have the same legal effect on this report as required by Chap | as it made under oath, that I am a. I. |
| ISE10 R[12-95] 3-8-96 904 837-105 | SIGN | | MIGUALER | | udett Mlu | harden |
| | ISE10 | | The second Section of the second of the seco | September 1987 September 1981 | 3-8-4 | 6 904 837-100G |

Kathleen Reynolds, Big.

December 4 2345 0000 00 3 A 1904) 83 337

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314 500002022765--5 -12/06/96--01098--014 *****35.00 *****35.00

305 MAIN STREET

Re: Richard Luxury Homes, L.C.

Dear Sir or Madame:

Enclosed is the original Articles of Correction/Amendment dated November 29, 1996, for the above-referenced limited liability company, along with their check in the amount of \$35.00 for filing. Please send the confirmation letter to the letterhead address.

Sincerely,

KATHLEEN REYNOLDS

KR/lrc

enclosures: as stated



Docombor 17, 1996

KATHLEEN REYNOLDS 305 MAIN STREET DESTIN, FL 32541

SUBJECT: RICHARDSON LUXURY HOMES, L.C.

Ref. Number: L95000000302

We have received your document for RICHARDSON LUXURY HOMES, L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Correction must be filed within 10 business days of the date that the original document was filed.

We are enclosing the proper form(s) with instructions for your convenience.

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 (904) 487-6916.

Carol Mustain Corporate Specialist

Letter Number: 896A00056176

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF RICHARDSON LUXURY HOMES, L.C.

FIRST: The date of filing of the Articles of Organization is April 14, 1995.

SECOND: The following amendment(s) to the articles of organization were adopted by the limited liability company:

a. Article III shall be corrected to read as follows:

The period of duration for the Limited Liability Company shall be a period of 50 years from its date of organization.

b. Article II shall be amended to read as follows:

The mailing address and street address of the principal office of the limited liability company is:

Mailing Address: 216 Mattie's Way Destin, FL 32541 Street Address: 216 Mattie's Way Destin, FL 32541

c. Article V shall be amended to real as follows: o

The terms and conditions of the admission of additional members shall be established by the Regulation of the organization as amended from time to time.

THIRD: The date of each amendment's adoption is November 21, 1996.

FOURTH: Adoption of each such Amendment was approved by the members. The number of votes cast for the amendment was sufficient for approval.

Signed this 29th day of November, 1996.

RICHARD LUXURY HOMES, L. By: Frank Richardson, Managing Member