

1201 DAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0301 FAX

800-342-8086



L95000000431

ACCOUNT NO. : 072100000032

REFERENCE : 612973 81007B

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : June 9, 1995

ORDER TIME : 10:46 AM

ORDER NO. : 612973

CUSTOMER NO: 81007B

CUSTOMER: John K. McClure, Esq
SWAINE AND HARRIS
212 Interlake Boulevard
Lake Placid, FL 33852

FILED
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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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***337.50 ***337.50

DOMESTIC FILING

NAME: H & L LAND DEVELOPERS, L.C.

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XXXXXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: _____

JUN 9 1995 BSB

**ARTICLES OF ORGANIZATION
OF H & L LAND DEVELOPERS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be H & L LAND DEVELOPERS, L.C. and its principal office shall be located at 2636 Mellow Lane in the City of Sebring, County of Highlands, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in every aspect and phase of the business of sale and rental of real property and to engage in every aspect and phase of related businesses.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

William R. Handley
2636 Mellow Lane
Sebring, Florida 33870

Michael A. Lamp
3701 Fairway Road
Sebring, Florida 33872

An agent may be utilized for the management of this limited liability company. The members, as principals, are ultimately responsible for the management of this limited liability company, even if an agent is employed for such purposes.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of up to \$500,000.00 cash or other capital assets, including real property, shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on December 31 or if a fiscal year is adopted which differs from a calendar year, then at the end of the fiscal year.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist for a term of fifty years from the date of filing with the Secretary of State, State of Florida, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2636 Mellow Lane, City of Sebring, County of Highlands, State of Florida, and the name of the company's initial registered agent at that address is William R. Handley.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of H & L Land Developers, L.C.

Executed by the undersigned at Sebring, Florida on June 8, 1995.


William R. Handley

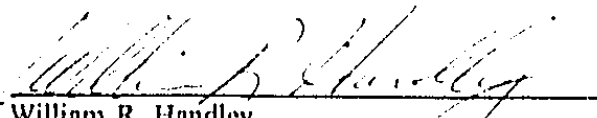

Michael A. Lamp

Affidavit of Membership and Contribution


State of Florida
County of Highlands

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of H & L LAND DEVELOPERS, L.C. deposes and says:

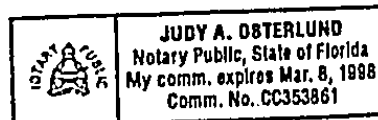
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$250,000.00.
3. At this time, no property other than cash is to be contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$500,000.00. This total includes the amounts from 2 and 3 above.


William R. Handley

The foregoing instrument was acknowledged before me this 28th day of June, 1995 by William R. Handley, member, on behalf of H & L Land Developers, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


Printed Name Judy A. Osterlund
Commission No. _____
Commission Expires: _____
Notary Public, State of Florida at Large

(affix notarial seal)



Statement Designating Registered Agent and Office

State of Florida
County of Highlands

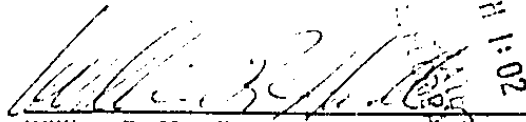
Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is H & L Land Developers, L.C.


The name of the registered agent for H & L Land Developers, L.C. is William R. Handley and the street address of the company's principal office where the agent is located is 2636 Mellow Lane, Sebring, Florida 33870.

This statement is to acknowledge that, as indicated above, H & L Land Developers, L.C. has appointed me, William R. Handley, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

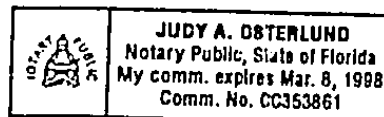
Dated June 8, 1995


William R. Handley, Registered Agent

The foregoing instrument was acknowledged before me this 8th day of June, 1995, by William R. Handley, agent on behalf of H & L Land Developers, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


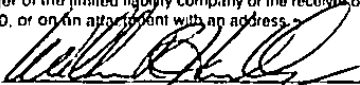

Printed Name _____
Commission No. _____
Commission Expires: _____
Notary Public, State of Florida at Large

(affix notarial seal)



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

APPROVED

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra R. Mathum Secretary of State DIVISION OF CORPORATIONS	
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 H & L LAND DEVELOPERS, L.C. 2636 MELLOW LN SEBRING FL 33870		DOCUMENT #L95000000431	
1a. Principal Place of Business Address 2636 MELLOW LN SEBRING FL 33870		3. Date Organized or Qualified 06/09/1995	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		3a. State of Formation FL	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip		4. FCI Number 65-0587807	
Country		5. Date of Last Report	
Country		6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent HANDLEY, WILLIAM R 2636 MELLOW LN SEBRING FL 33870		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 100001749361 -03/19/96--01086--003 City FL 47.90 ***247.50	
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 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 _____ DATE _____ <small>(Registered Agent Accepting Appointment) (F31) (Registered Agent signature required when reappointing)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	HANDLEY, WILLIAM R	2636 MELLOW LN	SEBRING FL
MEM	LAMP, MICHAEL A	3701 FAIRWAY RD	SEBRING FL
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: 		WILLIAM R. HANDLEY 3/7/96 941-335-2732	

L95000000431

SWAINE, HARRIS, SHEEHAN & MCCLURE, P.A.

ATTORNEYS AT LAW

BERT J. HARRIS, III
J. MICHAEL SWAINE
J. TIMOTHY SHEEHAN
JOHN K. MCCLURE
ALISON B. COPLEY
WILLIAM J. NIELANDER

PLEASE REPLY TO:
LAKE PLACID INTERLAKE ☐
LAKE PLACID CENTRAL ☐
SEBRING OFFICE ☒

May 1, 1996

425 SOUTH COMMERCIAL AVENUE
SEBRING, FL 33870
(941) 666-1849
FAX: (941) 471-0008

818 INTERLAKE BOULEVARD
LAKE PLACID, FL 33852
(941) 466-8811
FAX: (941) 466-6999

204 CENTRAL AVENUE
LAKE PLACID, FL 33852
(941) 466-1661
FAX: (941) 466-8084

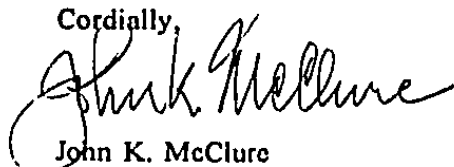
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: H & L Land Developers, L.C.
Document Number L95000000431
Our File Number 3699-1

Dear Sir or Madam:

Enclosed are an original and one copy of Amended and Restated Articles of Organization of H & L Land Developers, L.C. and Amended Affidavit of Membership and Contribution of H & L Land Developers, L.C. Please file the original of these documents, and return a copy of each to us with the file stamp. Our check in the amount of \$105.00 payable to the Department of State is enclosed, as well as a self-addressed, stamped envelope.

Cordially,



John K. McClure

JKM:jao
Encs.

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N. HENDRICKS MAY 13 1996

*Amended
and Restated*

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF H & L LAND DEVELOPERS, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, under the name of H & L Land Developers, L.C., providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The original Articles of Organization were filed with the Department of State, State of Florida, on June 9, 1995. The effective date of these Amended and Restated Articles of Organization shall be the date of filing with the Department of State, State of Florida. The Amended and Restated Articles of Organization were duly executed by the members of the limited liability company and are being filed in accordance with Section 608.411, Florida Statutes (1995). We further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be H & L LAND DEVELOPERS, L.C. and its principal office shall be located at 2636 Mellow Lane in the City of Sebring, County of Highlands, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in every aspect and phase of the business of sale and rental of real property and to engage in every aspect and phase of related businesses.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, in proportion to their contribution to the capital of this limited liability company, whose names and addresses are as follows:

William R. Handley
2636 Mellow Lane
Sebring, Florida 33870

Patricia W. Handley
2636 Mellow Lane
Sebring, Florida 33870

Michael A. Lamp
3701 Fairway Road
Sebring, Florida 33872

Pamela J. Lamp
3701 Fairway Road
Sebring, Florida 33872

An agent may be utilized for the management of this limited liability company. The members, as principals, are ultimately responsible for the management of this limited liability company, even if an agent is employed for such purposes.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of up to \$500,000.00 cash or other capital assets, including real property, shall be paid to the limited liability company by all members, which may maintain either equal shares or unequal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Capital

contributions will be administered in accordance with the regulations adopted by the Members, either as previously in existence or as amended in the future.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on December 31 or if a fiscal year is adopted which differs from a calendar year, then at the end of the fiscal year.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist for a term of fifty years from the date of filing with the Secretary of State, State of Florida, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

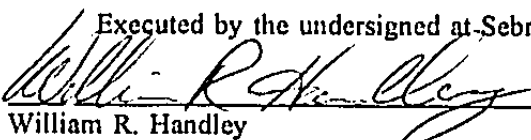
ARTICLE IX

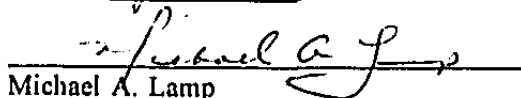
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

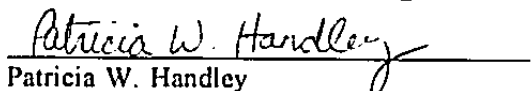
The address of the initial registered office of the limited liability company is 2636 Mellow Lane, City of Sebring, County of Highlands, State of Florida, and the name of the company's initial registered agent at that address is William R. Handley.

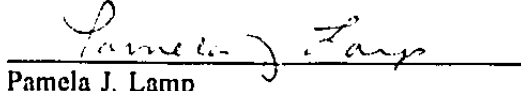
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of H & L Land Developers, L.C.

Executed by the undersigned at Sebring, Florida on April 19, 1996.


William R. Handley


Michael A. Lamp


Patricia W. Handley


Pamela J. Lamp

AMENDED AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
OF H & L LAND DEVELOPERS, L.C.

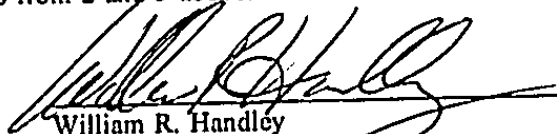
STATE OF FLORIDA
COUNTY OF HIGHLANDS

In compliance with Florida Statutes, Section 608.407 (2), the undersigned member or authorized representative of a member of H & L DEVELOPERS, L.C., deposes and says:

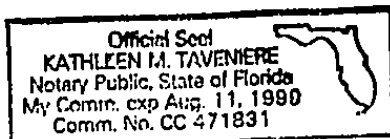
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$250,000.00.
3. The following described real property, valued at \$40,000.00 by agreement of the members, has been contributed by William R. Handley and Patricia W. Handley.

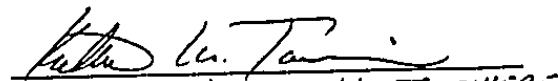
Lots 29, 30, 31, 32, Block 257, Sun 'n Lake Estates of Sebring,
Unit 13, according to the plat thereof recorded in Plat Book 9, page
71, Public Records of Highlands County, Florida.

4. The total amount of cash or property anticipated to be contributed by the members is \$500,000.00. This total includes the amounts from 2 and 3 above.


William R. Handley

The foregoing instrument was acknowledged before me this 19th day of April, 1996 by William R. Handley, member, on behalf of H & L Land Developers, L.C., a limited liability company. He is personally known to me or has produced as identification.




Printed Name: KATHLEEN M. TAVENIERE
Commission No. _____
Commission Expires: _____
Notary Public, State of Florida at Large

(affix notarial seal)