

JOHN KINGMAN KEATING, P.A.

Attorney and Counsellor at Law

REAL PROPERTY

740 NORTH GARLAND AVENUE, SUITE 101
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BUSINESS LAW

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August 1, 1995

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

RE: Filing Articles of Organization of Town Square DWH Title Company, L.C.

Dear Sir or Madam:

I am enclosing herewith the original Articles of Organization, Members' Affidavit and Registered Agent Certificate of Town Square DWH Title Company, together with my Firm check number 2882 in the amount of \$337.50 in payment of the required filing fees. Following acceptance and filing, please forward the filed Articles of Organization and other documents to me as soon as possible.

Should you have any questions concerning the foregoing, please contact me immediately.

Very truly yours,


John Kingman Keating

Sharon E. Tala GAVE
AUTHORIZATION BY PHONE TO
CORRECT L.C. name
DATE 8/18
W.J. EXAM STala

JKK/sc
Enclosures

8/10

SHARON E. TALA

AUG 18 1995

ARTICLES OF ORGANIZATION
OF
TOWN SQUARE DWH TITLE COMPANY,
L.C., a Florida Limited Liability Company

FILED
95 JUN 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE ONE - NAME

The name of this limited liability company shall be Town Square DWH Title Company, L.C. (the "Company").

ARTICLE TWO - COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date these Articles of Organization are accepted and filed with the Florida Department of State and shall terminate thirty (30) years from the date hereof, unless sooner dissolved according to law or in accordance with the Regulations of the Company. Upon the death, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office mailing and street address of the Company shall be located at 749 North Garland Avenue, Suite 101, Orlando, Florida 32801.

ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 749 North Garland Avenue, Suite 101, Orlando, Florida 32801 and the initial registered agent of the Company at that address shall be John Kingman Keating. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE FIVE - PURPOSES AND GENERAL POWERS

5.1. The general purpose of this Company shall be to operate as a licensed Florida title insurance agency and for any and all other lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and

all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(b) to sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(c) to lend money for its purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(d) to purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid;

(e) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, limited liability companies, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(f) to aid in any manner any corporation, limited liability company, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose;

(g) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Members may determine, issue its notes, bonds, and other obligations,

and secure any of its obligations by mortgage or pledge of all or any of its property, assets, franchises, and income;

(h) to enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose;

(i) to conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Limited Liability Company Act or by other applicable law within or without the State of Florida;

(j) to elect or appoint Managing Members and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit;

(k) to make and alter Regulations, not inconsistent with these Articles of Organization or with the laws of the State of Florida, for the administration and regulation of the affairs of the Company;

(l) to promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes;

(m) to dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein;

(n) to transact any lawful business which its Members shall find will be in aid of governmental policy;

(o) to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its members, managing members, and employees and for any or all of members, managing members, and employees of its affiliates;

(p) to be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity or enterprise;

(q) cease its activities and surrender its Certificate of Organization;

(r) sue or be sued, or complain or defend, in its name;

(s) make contracts or guarantees, or incur liabilities, borrow money, issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment

of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; and

(i) to have and exercise all powers necessary or convenient to necessary or convenient to effect any or all of the purposes for which the Company is organized and to do any other act not inconsistent with law that furthers the business and affairs of the Company.

ARTICLE SIX - ADMISSION OF NEW MEMBERS

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

ARTICLE SEVEN - MANAGER

The business and affairs of the Company shall be managed by Manager who shall be John Kingman Keating. The Manager must be a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, *Florida Statutes*, as the same may be amended from time to time, and as further provided in the Regulations of the Company. The name and business address of the Manager of the Company is:

Manager

John Kingman Keating

Street Address

749 North Garland Avenue, Suite 101
Orlando, Florida 32801

ARTICLE EIGHT - NON-LIABILITY AND INDEMNIFICATION

8.1 Non-Liability. A Manager of this Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, except for liability (a) for a breach of the Manager's duty of loyalty to the Company or its Members, (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (c) for a transaction from which the Manager derived an improper personal benefit, or (d) under Section 608.4363(7), *Florida Statutes* (or any similar provision of any subsequent law enacted in Florida).

8.2 Indemnification. Each individual or entity who is or was a 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 Manager of the Company ("Indemnitee"), 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 Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. 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 or Regulations of the Company, 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 Manager or officer existing at the time of such repeal or amendment.

ARTICLE NINE - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation, which amendment or repeal shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE TEN - ADOPTION OF REGULATIONS

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Florida Statutes*.

ARTICLE ELEVEN - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned Member does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 1st day of August, 1995.


John Kingman Keating

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County

aforesaid, that at the execution of this Certificate on the date set forth below, John Kingman Keating personally appeared before me and ☒ has executed ☐ has acknowledged his previous execution of the foregoing instrument. The oath of John Kingman Keating ☐ was ☒ was not taken. I HEREBY FURTHER CERTIFY, that John Kingman Keating, as the person making the foregoing acknowledgment, is the same person either executing or acknowledging execution of the foregoing instrument and described therein because:

☒ I personally know him/her,

☐

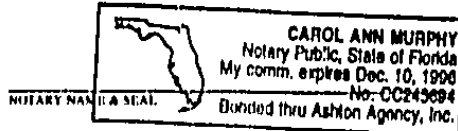
☐ I have satisfactory evidence of same based upon:

☐ Florida driver's license or identification card issued by the Department of Highway Safety and Motor Vehicles

☐ Other: _____

WITNESS my hand and official seal in the State and County aforesaid this 1st day of August, 1995.

Carol Ann Murphy
Notary Public



MEMBER AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized in the State and County aforesaid to take acknowledgments, personally appeared John Kingman Keating (the "Affiant"), who after first being duly sworn, deposed, stated and certified the following:

1. That Affiant is a Member of Town Square DW11 Title Company, a to-be-formed Florida limited liability company (the "Company"). ^{L.C.}

2. That the Company has at least two (2) Members.

3. That the Affiant, in connection with the filing of the Articles of Organization of the Company, hereby states and declares that to the best knowledge of Affiant, the amount of the capital contributions of the Members and the anticipated amount of the capital contributions of the Members are as follows:

	Amount of Capital Contributions	Amount of Anticipated Capital Contributions
John Kingman Keating	510.00	1,530.00
Weekley Homes, Inc.	490.00	1,470.00
TOTALS	1,000.00	3,000.00

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


John Kingman Keating

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this Certificate on the date set forth below, John Kingman Keating personally appeared before me and ☒ has executed OR ☐ has acknowledged his previous execution of the foregoing instrument. The oath of John Kingman Keating ☐ was OR ☒ was not taken. I HEREBY FURTHER CERTIFY, that John Kingman Keating, as the person making the foregoing acknowledgment, is the same person either executing or acknowledging execution of the foregoing instrument and described therein because:

☒ I personally know him/her.

OR

☐ I have satisfactory evidence of same based upon:

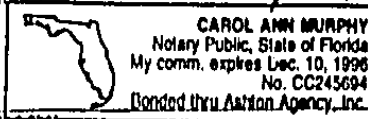
☐ Florida driver's license or identification card issued by the Department of Highway Safety and Motor Vehicles

☐ Other: _____

WITNESS my hand and official seal in the State and County
afore said this 1st day of August, 1995.

Carol Ann Murphy

Notary Public



NOTARY NAME - 1995

REGISTERED AGENT CERTIFICATE OF ACCEPTANCE

In compliance with Section 608.407(1)(d), *Florida Statutes*, the following is submitted:

Town Square DWH Title Company^{L.C.} (the "Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated John Kingman Keating as its Registered Agent to accept service of process within the State of Florida with its registered office located at 749 North Garland Avenue, Suite 101, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of that position as set forth in Chapter 608, *Florida Statutes*, as the same may apply to the Company.

DATED this 1st day of August, 1995.


John Kingman Keating
Registered Agent

FILED
95 AUG 10 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA