

L95000000649

GRAHAM, CLARK, JONES, PRATT & MARKS  
ATTORNEYS AT LAW

600 NORTH NEW YORK AVENUE  
POST OFFICE DRAWER 1000  
WINTER PARK, FLORIDA 32780  
TELEPHONE (407) 547-4455  
TELECOPIER (407) 540-0000

311 NORTH ORANGE AVENUE  
SUITE 1075  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 548-8740  
TELECOPIER (407) 485-0500

MARY W. CHRISTIAN  
SCOTT D. CLARK  
JESSE E. GRAHAM  
JESSE E. GRAHAM, JR.  
LAURA L. JACOBS  
FREDERICK W. JONES  
HOWARD S. MAHON  
JAMES R. PRATT  
GEOFFREY D. WITHERS

PERMANENT REPLY TO:

Winter Park

August 17, 1995

8/15/95

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000001565730  
-08/22/95--01033--003  
\*\*\*\*285.00 \*\*\*\*285.00

Re: The Ann Cross Mortgage Investment Associates, L.C.

Dear Sir/Madam:

Enclosed for filing please find original Articles of Organization and an Affidavit of Membership and Contributions with regard to the above company. Also enclosed is a check in the amount of \$285.00 to cover the fee for filing of same. Please let me know if you have any questions concerning this matter.

Sincerely,

Jesse E. Graham, Jr.

JEGJR:dr  
Encls.

meem

FILED  
55 AUG 21 1995  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

8/22/95  
TB

DATE  
9/15/95

ARTICLES OF ORGANIZATION  
OF  
THE ANN CROSS MORTGAGE INVESTMENT ASSOCIATES, L.C.

The undersigned, acting as organizer and for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be CROSS MORTGAGE INVESTMENT ASSOCIATES, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 233 West Park Avenue, Winter Park, Florida 32789.

ARTICLE III - DURATION

The Company shall commence its existence on the date five (5) days prior to the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization or the Regulations of the Company (the "Regulations").

ARTICLE IV - PURPOSE AND POWERS

1. Purposes. Except as restricted by these Articles of Organization, the limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Florida Statutes Chapter 608, including without limitation, the acquisition, disposition, purchase, loan, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with real property, chattels and intangible property and all such other activities incidental or useful to the foregoing.

2. General Powers. Except as restricted by these Articles of Organization, the limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise legally pursuant to Florida Statutes Chapter 608.

## ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jesse E. Graham, Jr., Graham, Clark, Jones, Pratt & Marks, 369 North New York Avenue, Winter Park, Florida 32789.

## ARTICLE VI - CAPITAL CONTRIBUTIONS

1. Initial Capital. The members of the Company are as follows and shall contribute to the capital of the Company the following:

<u>NAME</u>	<u>CONTRIBUTION</u>
Mimi Hurt	\$ 204.05
Clara Allen	204.05
Pat Estes	204.05
Diana Noice	204.05
Sara Howard	204.05
Fran Strawn	408.10
Jan Walker	1,102.05
Will Gillet	204.05
John Newell	204.05
Art Waite	1,000.00
Linda Morthing	204.05
Ann Cross	1,102.00
Joan Cross	204.05
Ann Cross, Inc., A Florida corporation	1,125.00

2. Additional Capital Contribution. Each member shall make additional capital contributions to the Company, if such contributions are needed by the Company as provided in the Regulations, upon the request of either a member or a manager, which request shall be based upon a reasonable determination that the projections in the company's financial and operational plan are not being met or that the physical condition of the Company's real property assets require immediate action to avoid liability to the Company or material damage to such property; provided, however, that the cumulative total of such additional contributions paid by a member shall not exceed \$10,000.00, provided always that no member shall be permitted to make additional contributions in excess of the amount as may be contributed from Ann Cross, Inc. pursuant to the Regulations.

3. Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Chapter 608, Florida Statutes, and not before the giving of written notice

at least six (6) months prior to such withdrawal to each member at his last known address as recorded in the official records of the Company. A member shall be entitled to a return of his capital contribution after the giving of notice required herein and upon written consent of all members and as may be further provided for in the Regulations.

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Regulations. A transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII - TERMINATION OF EXISTENCE

Notwithstanding any other provision contained herein, the Company shall be dissolved upon the happening of any of the following events:

- a. Expiration of the term specified in Article III;
- b. The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members, and as otherwise provided in the Regulations;
- c. Unanimous written consent of all the members.

#### ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the Regulations adopted by the members for the management of the business and affairs of the Company. Such Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial managers of the company, who shall serve until the first

annual meeting of the members or until their successors are duly appointed and qualify are:

NAME	ADDRESS
Allyn Maycumber	233 West Park Avenue Winter Park, FL 32789

#### ARTICLE X - PROPERTY

1. Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this company shall be the property of this Company.

2. Title. The title to all property of the Company shall be held in the name of this Company.

3. Conveyances. The manager(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

By:   
Allyn Maycumber as Manager

No third party need inquire any further than these Articles of organization for authorization as to the form of conveyance on documents for title to real or personal property.

#### ARTICLE XI - AMENDMENTS

The limited liability company reserves the right to amend its Articles of Organization from time to time in accordance with Florida Statutes Chapter 608.

## ARTICLE XII - REGULATIONS

The managers are hereby authorized and directed to prepare and adopt Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Regulations shall be set forth in the Regulations, except that the initial form shall be approved by all the members.

## ARTICLE XIII - CONTRACTING DEBTS

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its managers and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned organizer of THE ANN CROSS MORTGAGE INVESTMENT ASSOCIATES, L.C. has executed these Articles of Organization at Winter Park, Florida, on this 14th day of August, 1995.

Pamela Royer-Maycumber  
Name of Organizer:  
Pamela Royer-Maycumber,  
as President of Ann  
Cross, Inc., a Florida  
corporation

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared Pamela Royer-Maycumber, to me well known to be the President of Ann Cross, Inc., the organizer of the above limited liability company, and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 14th day of August, 1995.



JESSE E GRAHAM JR  
My Commission CC447832  
Expires Mar. 22, 1996  
Bonded by HAI  
800-422-1556

NOTARY PUBLIC

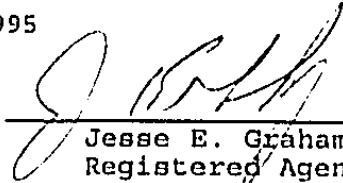
Signature: Jesse E. Graham Jr.  
Print Name: Jesse E. Graham Jr.  
State of Florida at Large  
MY COMMISSION EXPIRES:

ACCEPTANCE TO SERVE AS REGISTERED AGENT

Pursuant to Florida Statutes Section 608.407(d), the undersigned, Jesse E. Graham, Jr., does hereby consent to serve as the Registered Agent of The Ann Cross Mortgage Investment Associates, L.C. and to accept service of process for the above stated company at the place designated in the Articles of Organization and hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent. Such Registered Agent's address for service of process shall be:

Jesse E. Graham, Jr., Esquire  
Graham, Clark, Jones, Pratt & Marks  
369 North New York Avenue  
Winter Park, Florida 32789

DATED: August 14, 1995

  
\_\_\_\_\_  
Jesse E. Graham, Jr.,  
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of member of The Ann Cross Mortgage Investment Association, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash to be contributed by the member(s) is \$7,500.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ N/A.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$7,500.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: August 14, 1995

Pamela Royer-Maycumber  
Pamela Royer-Maycumber,  
as President of Ann Cross, Inc.,  
a Florida corporation

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared Pamela Royer-Maycumber, to me well known to President of Ann Cross, Inc., a member of the above limited liability company, and who subscribed the above Affidavit of Membership and Contributions.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 14<sup>th</sup> day of August, 1995.



JESSE E GRAHAM JR  
My Commission CC447532  
Expires Mar. 22, 1999  
Bonded by HAI  
800-422-1566

NOTARY PUBLIC

Signature: [Signature]  
Print Name: Jesse E. Graham Jr.  
State of Florida at Large  
MY COMMISSION EXPIRES:



L95000000649

GRAHAM, CLARK, JONES, PRATT & MARKS

ATTORNEYS AT LAW

300 NORTH NEW YORK AVENUE  
POST OFFICE DRAWER 1090  
WINTER PARK, FLORIDA 32780  
TELEPHONE (407) 647-4455  
TELECOMIX (407) 740-7050

311 NORTH ORANGE AVENUE  
SUITE 1070  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 646-6740  
TELECOMIX (407) 406-0500

MARY W. CHRISTIAN  
SCOTT D. CLARK  
JESSE E. GRAHAM  
JESSE E. GRAHAM, JR.  
LAURA L. JACOBS  
FREDERICK W. JONES  
HOWARD S. MARKS  
JAMES R. PRATT  
GEOFFREY D. WITHERS

PLEASE REPLY TO:

Winter Park

October 16, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

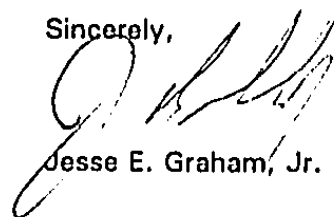
200001614462  
-10/18/95--01080--007  
\*\*\*\*105.00 \*\*\*\*105.00

Re: The Ann Cross Mortgage Investment Associates, L.C.  
Our File 3942-1

Dear Sir/Madam:

Enclosed please find a check in the amount of \$105.00 to cover the fee for filing of the Amendment to Articles of Organization of The Ann Cross Mortgage Investment Associates, L.C. (\$52.50). I would also like to receive a certified copy of the Amendment (\$52.50). Please let me know if you have any questions regarding this matter. Thank you for your prompt attention.

Sincerely,

  
Jesse E. Graham, Jr.

JEGJR:dr  
Encl.

W95-21079

SH NOV - 8 1995

NC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV - 3 AM 8:46



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 23, 1995

Jesse E. Graham, Jr.  
Graham, Clark et al  
P.O. Drawer 1690  
Winter Park, FL 32790

SUBJECT: THE ANN CROSS MORTGAGE INVESTMENT ASSOCIATES, L.C.  
Ref. Number: L95000000649

We have received your document for THE ANN CROSS MORTGAGE INVESTMENT ASSOCIATES, L.C. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.412, Florida Statutes, a supplemental affidavit should be filed to reflect an increase in the capital contributions of a limited liability company. The affidavit should set forth the total amount of the capital contributions of the members. If contributions include other than cash, a description and agreed value of property should be attached. The filing fee is \$250. Enclosed is the appropriate form.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 395A00047523

FILED  
DIVISION OF CORPORATIONS  
95 NOV -3 AM 8:46

GRAHAM, CLARK, JONES, PHATT & MARKS  
ATTORNEYS AT LAW

600 NORTH NEW YORK AVENUE  
POST OFFICE DRAWER 1090  
WINTER PARK, FLORIDA 32780  
TELEPHONE (407) 947-4400  
TELECOPIER (407) 740-7000

111 NORTH ORANGE AVENUE  
SUITE 1070  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 940-8740  
TELECOPIER (407) 400-0800

MARY W. CHRISTIAN  
SCOTT D. CLARK  
JAMES E. GRAHAM  
JAMES H. GRAHAM, JR.  
LAURA L. JACOB  
FREDERICK W. JONES  
HOWARD S. MARKS  
JAMES R. PHATT  
GEOFFREY D. WITHENS

PERMANENT REPLY TO:

Winter Park

November 1, 1995

Steven Harris, Corporate Specialist  
Secretary of State's Office  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Amendment to Articles of Organization of the Ann  
Cross Mortgage Investment Association, L.C.  
Ref. No.: L95000000649  
Our File No: 3942-1

Dear Mr. Harris:

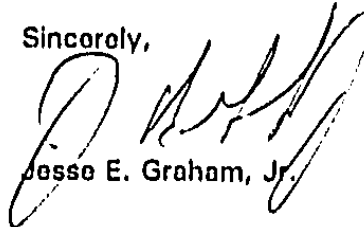
I received your letter dated October 23, 1995 (your letter number 395A00047523) with regard to the above-referenced limited company, and specifically, your observation that the capital contributions as outlined in the Amendment to Articles of Organization increased from the old list of members to the new list of members. The original Affidavit which was filed with the Articles of Organization for the company indicated that capital contributions would be in the amount of \$7,500.00. The original list of members was not complete and did not add up to that anticipated amount of contribution. The finalized list of members corrects the original list and contains the full amount of contributions up to \$7,500.00. There are no additional contributions over that amount, and any overages which may have occurred have been refunded to the members, respectively. Based on those facts, I believe that no further affidavit is required since the capital contributions of the company are not being increased beyond what was originally contemplated, but rather, the list of members as originally filed was incorrect and incomplete, and is merely being changed to reflect the correct number and names of members who have contributed to the company.

95 NOV -3 AM 8:46  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Steven Harris, Corporate Specialist  
November 1, 1995  
Page 2

If the above satisfies your inquiry with regard to the capital contributions of the company, I would very much appreciate it if you would file the Amendment as of the original filing date, and return a certified copy to this office. Thank you very much for your cooperation and assistance in this matter.

Sincerely,



Jesse E. Graham, Jr.

JEG:drr  
Encls.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV -3 AM 8:46

**AMENDMENT TO ARTICLES OF ORGANIZATION OF  
THE ANN CROSS MORTGAGE INVESTMENT ASSOCIATES, L.C.**

Original Articles of Organization for the Company were filed in the Secretary of State's office on August 21, 1995.

The undersigned, a Member of the above-named Company and on behalf of all other Members of the Company pursuant to Section 608.408, Florida Statutes, does hereby manifest its intention that a certain Amendment to Articles of Organization be made.

Now, therefore, the Articles of Organization of the above-named company are hereby modified and amended as follows:

1. Article I of said Articles, which presently reads:

"The name of the limited liability company shall be The Ann Cross Mortgage Investment Associates, L.C. ("Company")."

shall be amended to read as follows:

"The name of the limited liability company shall be A.C.I. Mortgage Associates, L.C. ("Company")."

2. Article VI, paragraph 1, of said Articles, which presently reads:

"1. Initial Capital. The members of the Company are as follows and shall contribute to the capital of the Company the following:

<u>NAME</u>	<u>CONTRIBUTION</u>
Mimi Hurt	\$ 204.05
Clara Allen	204.05
Pat Estes	204.05
Diana Noice	204.05
Sara Howard	204.05
Fran Strawn	408.10
Jan Walker	1,102.05
Will Gillet	204.05
John Newell	204.05
Art Waite	1,000.00
Linda Morthing	204.05
Ann Cross	1,102.00
Joan Cross	204.05
Ann Cross, Inc., A Florida corporation"	1,125.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV -3 AM 8:46

shall be amended to read as follows:

"1. Initial Capital. The members of the Company are as follows and shall contribute to the capital of the Company the following:

<u>NAME</u>	<u>CONTRIBUTION</u>
Mimi K. Hurt	\$ 204.05
Clara Stinson Allen	204.05
Patricia R. Estes	204.05
Diana R. Noice	204.05
Sara H. Howard	204.05
Frances F. Strawn	40.10
M. Jan Walker	1,100.00
Will H. Gillett	204.05
John Newell, III	204.05
John Newell, III	204.05
Linda Mohring	204.05
Ann Cross	1,475.08
Ann Cross, Inc., A Florida corporation	1,475.08
Joan W. Cross	204.05
Jayna M. Hamel	418.10
Lanie Shower	204.05
Dana H. Jones	204.05
Mary E. Peterson	204.05"

Upon the signing of this written statement by the undersigned Member, the statement being filed in the Office of the Secretary of State, the payment of all fees and filing taxes, and the approval of such statement by the Secretary of State, this Amendment is to become effective immediately.

IN WITNESS WHEREOF, I, a Member of A.C.I. Mortgage Associates, L.C. (formerly The Ann Cross Mortgage Investment Associates, L.C.) have caused this Amendment to be duly executed this 22<sup>nd</sup> day of September, 1995.

Member

Ann Cross, Inc., a Florida corporation

By: Pamela Royer-Maycumber

Pamela Royer-Maycumber


As Its President

dyann\jegjr\cross\amendmnt

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV -3 AM 8:46

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

APR 1996

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996	 FLORIDA DEPARTMENT OF STATE Sandra H. Northam Secretary of State DIVISION OF CORPORATIONS
--	--

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

1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT #L95000000649</b> A.C.I. MORTGAGE ASSOCIATES, L.C. 233 WEST PARK AVENUE WINTER PARK FL 32789
--

1a. Principal Place of Business Address 233 WEST PARK AVENUE WINTER PARK FL 32789
---

1 of 2

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		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		08/15/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		59-3335356	
Country		Country		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent GRAHAM, JESSE E JR. 369 NORTH NEW YORK AVENUE WINTER PARK FL 32789	8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code
---	--

000001848830  
06/04/96-01001-010  
\*\*\*\*263.75 \*\*\*\*263.75

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 _____
-----------------	------------

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	HURT, MIMI	C/O 233 WEST PARK AVENUE	WINTER PARK FL
MGRM	ALLEN, CLARA	C/O 233 WEST PARK AVENUE	WINTER PARK FL
MGRM	ESTES, PAT	C/O 233 WEST PARK AVENUE	WINTER PARK FL
MGRM	NOICE, DIANA	C/O 233 WEST PARK AVENUE	WINTER PARK FL
MGRM	HOWARD, SARA	C/O 233 WEST PARK AVENUE	WINTER PARK FL
MGRM	STRAWN, FRAN	C/O 233 WEST PARK AVENUE	WINTER PARK FL
See Revised managing member addendum.			

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:** \_\_\_\_\_  
 JESSE E. GRAHAM, JR., ATTORNEY IN FACT

ACI Mortgage Associates, L.L.C.

2/10/00 225

The Members of the Company are as follows:

Mimi K. Hurt  
Clara Stinson Allen  
Patricia R. Estes  
Diana R. Noice  
Sara H. Howard  
Frances F. Strawn  
M. Jon Walker  
Will H. Gillott  
John Newell, III  
Linda Mohring  
Ann Cross  
Ann Cross, Inc., a Florida corporation  
Joan W. Cross  
Jayna M. Hamel  
Lanie Shower  
Dana H. Jones  
Mary E. Peterson

The address remains as 233 West Park Avenue, Winter Park, Florida, 32789.

The Manager of the Company is Allyn Maycumber, c/o the above address.