

CONTACT:

494912
L9500000913

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

100001651471
-12/01/95--01077--011
****337.50 ****337.50

1. L. Wideman LC (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

RUSH

Walk in Pick up time _____

Certified Copy

Mail out Will wait

Photocopy

Certificate of Status

CERTIFICATE OF GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
L. WIDEMAN, L.C.

The undersigned acting as the organizers of a limited liability company to be formed under the Florida Limited Company act, as amended (the "Act"); hereby form a Florida Limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles").

ARTICLE I

Name

The name of this Company shall be:

L. WIDEMAN, L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence from the date of filing these Articles with the Department of State, and shall continue until December 31, 2045, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles whichever occurs first. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with an adult congregate living

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TALLAHASSEE, FLORIDA

facility, together with such other activities incidental or useful to the foregoing, including the ownership and development of real property.

ARTICLE IV

Place of Business

The principal place of business of this Company shall be 8633 South Bay Drive, Orlando, FL 32819, and such other place or places as may be designated by the members from time to time.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be Laura J. Wideman and the address of the registered agent for service of process shall be 8633 South Bay Drive, Orlando, FL 32819.

ARTICLE VI

Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Thousand Dollars (\$1,000.00).

(b) Additional Capital Contributions. Additional capital contribution, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

ARTICLE VIII

Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX

Management of Business

The management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

| <u>Name</u> | <u>Address</u> |
|--|---|
| Laura J. Wideman as Trustee of Phoenix Investment Trust | 8633 South Bay Drive Orlando, FL 32819 |
| Laura J. Wideman, Individually | 8633 South Bay Drive Orlando, FL 32819 |
| Edmund C. Wideman, III | 8633 South Bay Drive Orlando, FL 32819 |

ARTICLE X

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

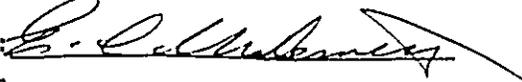
(a) **Ownership.** All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of the Company shall be held in the name of this Company.

(c) Conveyance. The member(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 members holding a majority interest of this Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member signing on its behalf is duly authorized to do so.

The following form of signature shall be used for obtaining or conveying title to any real or personal property:

L. WIDEMAN, L.C.

By: 
E.C. Wideman, as Member

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 XII

Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII

Regulations

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

ARTICLE XIV

Contracting Debts

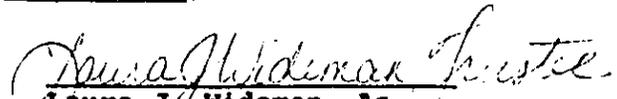
No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of majority in interest of the members.

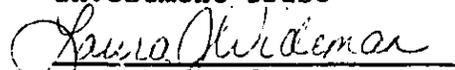
ARTICLE XV

Indemnification

The Company shall indemnify its members to the fullest extent permitted by law.

IN WITNESS WHEREOF, the parties have executed these Articles of Organization this 24th day of November, 1995.

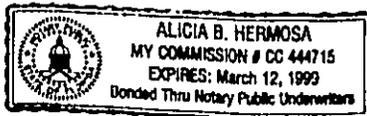

Laura J. Wideman, As
Trustee of Phoenix
Investment Trust


Laura J. Wideman


Edmund C. Wideman, III

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 24th
day of November, 1995 by LAURA J. WIDEMAN, As Trustee
of Phoenix Investment Trust () who is personally known to me or
(X) has produced Fl. Lic# W355-530-59-952-0.
_____, as identification who did take an oath.



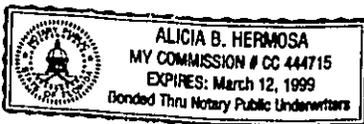
NOTARY PUBLIC

sign Alicia B. Hermosa
print name Alicia B. Hermosa
State of Florida at Large
Commission No.: CC 444715

My Commission Expires:
March 12, 1999

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 24th
day of November, 1995, by LAURA J. WIDEMAN,
Individually () who is personally known to me or (X) has
produced Fl. Lic# W355-530-59-952-0.
_____, as identification who did take an oath.



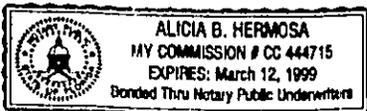
NOTARY PUBLIC

sign Alicia B. Hermosa
print name Alicia B. Hermosa
State of Florida at Large
Commission No.: CC 444715

My Commission Expires:
March 12, 1999

STATE OF FLORIDA
COUNTY OF Large

The foregoing instrument was acknowledged before me this 27th
day of November, 1995, by EDMUND C. WIDEMAN, III,
() who is personally known to me or has produced _____
Fl. Lic# W355-203-42-311-0.
as identification who did take an oath.



NOTARY PUBLIC

sign Alicia B. Hermosa
print name Alicia B. Hermosa
State of Florida at Large
Commission No.: CC 444715

My Commission Expires:

March 12, 1999.

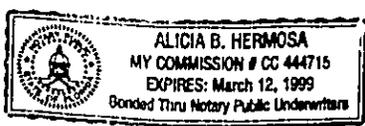
**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: November 24, 1995 *Laura J. Wideman*
LAURA J. WIDEMAN

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 24th day of November, 1995, by LAURA J. WIDEMAN () who is personally known to me or has produced _____
Fl. Lic# W355-530-59-952-0, as identification who did take an oath.



NOTARY PUBLIC
sign *Alicia B. Hermosa*
print name Alicia B. Hermosa
State of Florida at Large
Commission No.: CC 444715

My Commission Expires:
March 12, 1999

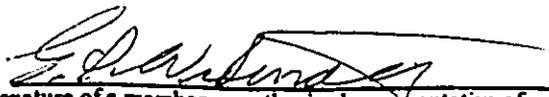
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of L. WIDEMAN, L.C.

_____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ None
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ None . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 150,000.00 . This total includes amounts from 2 and 3 above.

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Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

APPROVED

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

96 APR 25 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000913

L. WIDEMAN, L.C.
8633 SOUTH BAY DRIVE
ORLANDO FL 32819

1a. Principal Place of Business Address
8633 SOUTH BAY DRIVE
ORLANDO FL 32819

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

| | | | | |
|---|----------------|--|---|--|
| 2. Principal Place of Business 8633 S Bay Dr. Suite, Apt. #, etc. | | 2a. Mailing Address Suite, Apt. #, etc. | 3. Date Organized or Qualified 11/29/1995 | 3a. State of Formation FL |
| City & State Orlando FL | | City & State 1 | 4. FEI Number <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | |
| Zip 32819 | Country USA | 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
WIDEMAN, LAURA J
8633 SOUTH BAY DRIVE
ORLANDO FL 32819

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL Zip Code

9. Pursuant to the provisions of Sections 608.41(1) 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 this 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 _____
(Registered Agent Accepting Appointment) (NON-Registered Agent signature required when reinstating)

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|-------------------------|--------------------------|
| MGRM | WIDEMAN, LAURA J | 8633 SOUTH BAY DRIVE | ORLANDO FL |
| MGRM | WIDEMAN, EDMUND C III | 8633 SOUTH BAY DRIVE | ORLANDO FL |

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44730216-401189-003
***238.75 ***238.75

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: Laura Wideman
DATE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER _____ DATE _____ DAYTIME PHONE # _____