

DENNIS V. NYMARK, P.A.

Attorney at Law

110 S. Pebble Beach Boulevard  
Sun City Center, Florida 33573

Dennis V. Nymark

Phone: (813) 634-8447

Fax: (813) 634-8918

November 16, 1995

L950000093<

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

10000011142141  
11/20/95 001001-0012  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

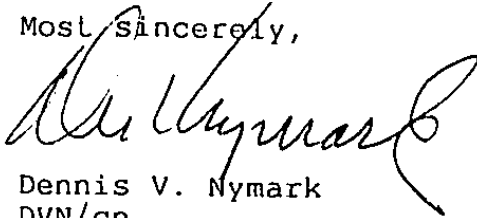
Re: STONESTREET PROPERTIES, L.C.

200001656382  
-12/07/95--01083--009  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for STONESTREET PROPERTIES, L.C., and a check for \$250.00. Please return one certified copy.

Most Sincerely,



Dennis V. Nymark  
DVN/cn

Enclosures

FILED  
95 DEC -5 PM 3:30  
TALLAHASSEE, FL 32304

11-21-95  
w95-23004

**DENNIS V. NYMARK, P.A.**

**Attorney at Law**

110 S. Pebble Beach Boulevard  
Sun City Center, Florida 33573

Dennis V. Nymark

Phone: (813) 634-8447

Fax: (813) 634-8918

November 29, 1995

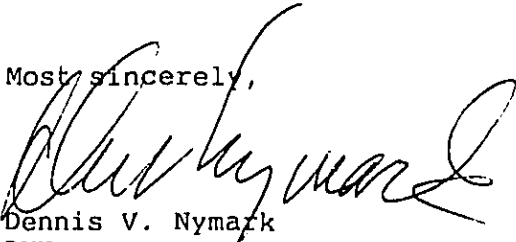
Florida Dep't. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Stonestreet Properties, L.C.  
ref # W95000023004

Dear Madam:

Enclosed is an affidavit as requested and a check for \$96.25 for costs per the letter.

Most sincerely,



Dennis V. Nymark  
DVN:cn

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 21, 1995

DENNIS V. NYMARK, ESQUIRE  
110 S. PEBBLE BEACH BOULEVARD  
SUN CITY CENTER, FL 33573

SUBJECT: STONESTREET PROPERTIES, L.C.  
Ref. Number: W95000023004

We have received your document for STONESTREET PROPERTIES, L.C. and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6933.

Dana Farmer  
Document Specialist

Letter Number: 395A00051470

ARTICLES OF ORGANIZATION

OF

STONESTREET PROPERTIES, L. C.

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95 DEC -5 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons hereby form a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

1. The name of the limited liability company:

STONESTREET PROPERTIES, L. C.  
(the "Company")

2. The period of its duration:

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with the Florida Limited Liability Company Act and shall continue, unless dissolved sooner in accordance with the terms of the operating agreement, for a period of forty (40) years.

3. The purpose for which the limited liability company is organized:

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

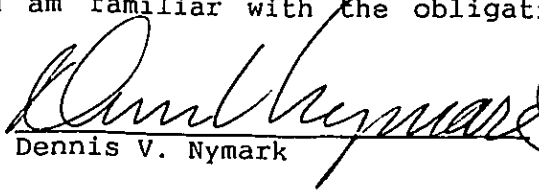
4. The mailing and street address of the Company is:

643 Ft. Duquesna Drive  
Sun City Center, FL 33573

5. The name and address of the registered agent in Florida:

Dennis V. Nymark, P.A.  
Attorney at Law  
110 S. Pebble Beach Blvd.  
Sun City Center, FL 33573

I hereby accept the designation of Registered Agent for service of process and am familiar with the obligation of the position.

  
Dennis V. Nymark

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6. The total amount of cash and a description and agreed value of promissory notes or other property, or of services performed or to be performed, contributed as capital of the company:

Initial Capital Contribution

Helen B. Marchinsky	\$1,000.00
Frank B. Darcey, III	10.00
Gail Ann Darcey	10.00
Denise Lowery	10.00
Denise Lowery, Trustee of DDL Trust u/t/a 03/01/93	20.00
Carrie L. Darcey Holyoak	10.00
Christina L. Darcey	10.00
Thomas M. Green, Jr.	10.00
Total initial contributions	<u>\$1,080.00</u>

7. The total additional contributions, if any, agreed to be made by all Members and the times at which or events upon the happening of which they shall be made:

Additional contributions shall be made at such times and in such amounts as may be unanimously agreed by the Members as provided in the Operating Agreement of the Company.

8. The right, if given, of the Members to admit additional Members, and the terms and conditions of the admission:

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the Operating Agreement of the Company.

9. The right, if given, of the remaining Members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member of occurrence of any other event which terminates the continued membership of a Member in the limited liability company:

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, the remaining members shall have the right to unanimously agree to continue the duration of the limited liability company provided there are at least two (2) remaining members.

10. Management:

Management of the Company is reserved to the Members in proportion to their contributions to Capital.

The names and addresses of the Members are:

Helen B. Marchinsky	643 Ft. Duquesna Drive Sun City Center, FL 33573
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Frank B. Darcey, III	1789 S. Highland Drive Moab, UT 84532
Gail Ann Darcey	4547 Foxtail Castle Rock, CO 80104
Denise Lowery	50 South 5th Street Fairfield, Iowa 52556
Denise Lowery, Trustee of DDL Trust u/t/a dtd. 03/01/93	50 South 5th Street Fairfield, Iowa 52556
Carrie L. Darcey Holyoak	1700 N. Main St., Apt. #61 Cedar City, UT 84720
Christian L. Darcey	1789 S. Highland Dr. Moab, UT 84532
Thomas M. Green, Jr.	4547 Foxtail Castle Rock, CO 80104

Members may elect one or more managers to operate the Company. The total number of managers must always own in the aggregate at least 20% of the total interest in the Company.

The name and address of the Manager to serve until the next annual meeting of Members is:

Helen B. Marchinsky	643 Ft. Duquesna Drive Sun City Center, FL 33573
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11. Any other provision for the regulation of the internal affairs of the limited liability company:

1. The Company shall indemnify an individual made a party to a proceeding because he is or was a Member, officer, organizer, employee or agent of the Company against liability incurred in the proceeding if:
  - (a) He conducted himself in good faith, and
  - (b) He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and
  - (c) In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.
2. Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the interests of the participants in and beneficiaries of such plan.

3. The Company shall pay for or reimburse the reasonable expenses incurred by a Member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:
- (a) The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described herein;
  - (b) The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and
  - (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

4. The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any Member, officer, organizer, employee or agent may be entitled under any by-law, agreement, vote of disinterested Members or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.
5. In addition to the foregoing, the Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for any time expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or arising on the account enforcing the indemnification right hereunder, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

Dated: November 16, 1995.

  
Helen B. Marchinsky

AFFIDAVIT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

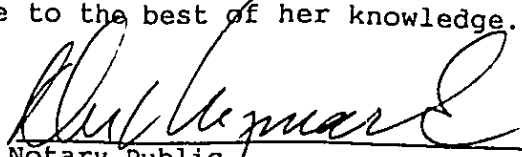
I, HELEN B. MARCHINSKY, for the purpose of forming a limited liability company titled "Stonestreet Properties, L.C." under F.S. 608 hereby depose and say that the limited liability company has and will have at least two members; and that the amount of cash to be contributed is \$1,080.00 and the agreed value of other property to be contributed is \$140,000.00.

  
HELEN B. MARCHINSKY

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me on November 30, 1995 appeared HELEN B. MARCHINSKY to me well known who after being sworn, deposed and said the above statement is true to the best of her knowledge.

  
Notary Public  
My Commission Expires:



DENNIS V. NYMARK  
Notary Public, State of Florida  
My Comm. Exp. Dec. 21, 1997  
Comm. No. CC 337759



STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

FILED  
95 DEC -5 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HELEN B. MARCHINSKY, being first duly sworn, upon oath, depose and say that I am a member and organizer named in the foregoing Articles of Organization, that I have read the contents of the same and that the statements contained in such Articles of Organization are true and correct. I further say that there are at least two persons who are members of the Company.

WITNESS

[Signature]  
Cathy F. Nymark

[Signature]  
HELEN B. MARCHINSKY

On this 16<sup>th</sup> day of November, 1995, before me personally appeared HELEN B. MARCHINSKY, who being first duly sworn by me upon her oath, deposed and acknowledged that she had read the contents of the foregoing Articles of Organization and further acknowledged that the facts alleged therein are true and correct.

WITNESS my hand and official seal, and that he took an oath.

[Signature]  
Notary Public  
My Commission Expires:

OFFICIAL NOTARY SEAL  
JOYCE A CLISSET  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC220213  
MY COMMISSION EXP. AUG. 6, 1996

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

L9500000934  
LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996  
FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILED

96 FEB -9 PH 1:46

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 #L9500000934**

STONESTREET PROPERTIES, L.C.  
643 FT. DUQUESNA DRIVE  
SUN CITY CENTER FL 33573

1a. Principal Place of Business Address

643 FT. DUQUESNA DRIVE  
SUN CITY CENTER FL 33573

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.		12/05/1995	FL
City & State		City & State		4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> State Available - Fee \$100.00

7. Name and Address of Current Registered Agent

DENNIS V. NYMARK, P.A.  
110 S. PEBBLE BEACH BLVD.  
SUN CITY CENTER FL 33573

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

SECRETARY OF STATE  
-02/20/96--01093--001

\*\*\*238.75  
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 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

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	DARCEY, FRANK B III	1789 S. HIGHLAND DRIVE	MOAB UT
MEM	DARCEY, GAIL A	4547 FOXTAIL	CASTLE ROCK CO
MEM	LOWERY, DENISE	50 SOUTH 5TH STREET	FAIRFIELD IA
MEM	DARCEY-HOLYOAK, CARRIE	1700 N. MAIN STREET., APT.	CEDAR CITY UT
MEM	DARCEY, CHRISTIAN L	1789 S. HIGHLAND DRIVE	MOAB UT
MEM	GREEN, THOMAS M	4547 FOXTAIL	CASTLE ROCK CO
MEM	Marchinsky, Helen B.	643 Ft. Duquesna Dr.	Sun City Center, 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:

Helen B. Marchinsky  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

2-6-96

Date

Daytime Phone #