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Joseph D. Zaks

Quarles & Brady

December 19, 1995

Attorneys' Title Insurance Fund, Inc.  
Leon County Branch  
Corporate Information Products  
600 East Jefferson, Suite 200  
Tallahassee, Florida 32301

Return to  
PLW ASRP

400001668374  
-12/22/95--01007--007  
\*\*\*\*175.00 \*\*\*\*175.00

Re: Diamond Ridge, L.C. Articles of Organization

Gentlemen:

400001668374  
-12/22/95--01007--008  
\*\*\*\*171.25 \*\*\*\*171.25

Enclosed please find the original and a copy of the Articles of Organization in connection with formation of a Florida Limited Liability Company; Certificate and Designation of Registered Agent, and Affidavit of Membership and Contributions to be filed with the Florida Secretary of State.

Please have these documents filed on a RUSH basis and call our office with the filing number, fax our office a copy of the filed documents as soon as possible and return the filed documents by Federal Express mail. Thank you. You may use our Federal Express number for return delivery (1069-2350-7).

Also enclosed is a check in the amount of \$175.00 which represents the following:

Articles of Organization Filing Fee  
(\$1,000.00 total contribution)

Registered Agent

Certified Copy of Articles

*Certificate of Status*  
Total enclosed:

RECEIVED  
95 DEC 20 PM 1:32  
OFFICE OF COM. & REG.  
TALLAHASSEE, FLORIDA

\$ 87.00  
35.00  
52.00  
8.00  
\$ 175.00

183 75

If you have any questions concerning this request please contact me at 813-262-5959. If any additional funds are needed for this filing, please advance same and bill Quarles & Brady accordingly and you will be reimbursed immediately.

FILING 2,501.00

R. AGENT 35.00

C. COPY 61.25

TOTAL \$ 346.25

N. BANK

BALANCE DUE

REFUND

Sincerely,

QUARLES & BRADY

Timothy G. Hains

Enclosures  
TGH/sh

FILED  
95 DEC 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN DEC 20 1995

**ARTICLES OF ORGANIZATION  
OF DIAMOND RIDGE, L.C.**

**FILED**  
95 DEC 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is **Diamond Ridge, L.C.** (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

The Company shall terminate on January 1, 2025.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Company's principal offices is as follows: 201 Murfield Circle, Naples, Florida, 33962. The name and address of the Company's initial registered agent in the State of Florida is as follows: Timothy G. Haines, Esq., Quarles & Brady, Barnett Center, Suite 300, 4501 Tamiami Trail North, Naples, Florida, 33940.

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of all of the remaining members entitled to vote.

**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (A) The expiration of the term of the Company;
- (B) The unanimous written consent of all the Company's members;
- (C) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a

member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

#### **ARTICLE VI MANAGEMENT**

The Company will be managed by two (2) managers in accordance with the Company's regulations. The names and business addresses of the initial managers who shall serve until the first annual meeting of members or until their successors are elected and qualified are:

##### **NAME**

##### **ADDRESS**

Carmen J. Spinella

201 Murfield Circle  
Naples, Florida 33962

Robert L. Wickman

8805 Indian Hills Drive, Suite 365  
Omaha, Nebraska 68114

#### **ARTICLE VII PURPOSE**

The Company is organized for the purpose of serving as the general partner of Diamond Ridge Properties, L.P., a Florida limited partnership, and for any other legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

#### **ARTICLE VIII INITIAL CONTRIBUTIONS**

Each member has contributed the following sums to the Company:

|                          |          |
|--------------------------|----------|
| Carmen J. Spinella       | \$250.00 |
| Thomas J. Steinmetz, Jr. | \$250.00 |
| Robert L. Wickman        | \$500.00 |

#### **ARTICLE IX MANAGER LIABILITY**

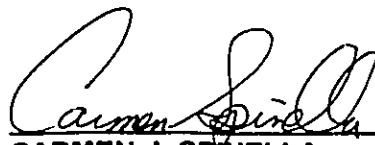
To the full extent permitted by Florida law, no manager of the Limited Liability Company shall be liable to the Limited Liability Company or its members for monetary damages for an act or omission in such manager's capacity as a manager of the

Limited Liability Company. The foregoing elimination of the liability to the Limited Liability Company or its members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a manager may be entitled under any other provision of the Articles of Organization or the Regulations of the Limited Liability Company, contract or agreement, vote of members and/or disinterested managers of the Limited Liability Company or otherwise.

#### **ARTICLE X NONUNANIMOUS VOTING**

Any action required by the Florida Limited Liability Company Act, and any amendments thereto, to be taken at any annual or special meeting of members of the Limited Liability Company, or any action which may be taken at any annual or special meeting of members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act. Prompt notice of the undertaking of any action by members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE  
ARTICLES OF ORGANIZATION ON THIS 19<sup>th</sup> DAY OF DECEMBER, 1995.

  
CARMEN J. SPINELLA

  
THOMAS J. STEINMETZ, JR.

  
ROBERT L. WICKMAN

STATE OF FLO §  
COUNTY OF COLLIER §

BEFORE ME personally appeared **Carmen J. Spinella** who is known to me to be the person who executed the foregoing articles of organization on behalf of **Diamond Ridge, L.C.**

In witness whereof, I have hereunto set my hand and seal on this 19th day of December, 1995.



*Suzanne Howard*  
Notary Public in and for  
The State of FLORIDA  
Commission No. CC 508215

My Commission Expires:  
\_\_\_\_\_

STATE OF FLORIDA §  
COUNTY OF COLLIER §

BEFORE ME personally appeared **Thomas J. Steinmetz, Jr.** who is known to me to be the person who executed the foregoing articles of organization on behalf of **Diamond Ridge, L.C.**

In witness whereof, I have hereunto set my hand and seal on this 19th day of December, 1995.



*Suzanne Howard*  
Notary Public in and for  
The State of FLORIDA  
Commission No. CC 508215

My Commission Expires:  
\_\_\_\_\_

STATE OF FLORIDA §  
§  
COUNTY OF COLLIER §

BEFORE ME personally appeared **Robert L. Wickman** who is known to me to be the person who executed the foregoing articles of organization on behalf of **Diamond Ridge, L.C.**

In witness whereof, I have hereunto set my hand and seal on this 19th day of December, 1995.



Suzanne Howard  
Notary Public in and for  
The State of FLORIDA  
Commission No. CC 508215

My Commission Expires:  
\_\_\_\_\_

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **Diamond Ridge, 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 members is \$1,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A. 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 \$1,000.00. This total includes amounts from 2 and 3 above.

Robert L. Wickman  
Signature of Member or Authorized  
Representative of Member

STATE OF FLORIDA §  
§  
COUNTY OF COLLIER §

BEFORE ME personally appeared ROBERT L. WICKMAN who is known to me to be the person who executed the foregoing Affidavit of Membership and Contributions on behalf of **Diamond Ridge, L.C.**

In witness whereof, I have hereunto set my hand and seal on this 19th day of December, 1995.



*Suzanne Howard*  
Notary Public in and for  
The State of FLORIDA  
Commission No. CC 508215

My Commission Expires:

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.501  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company **Diamond Ridge, L.C.**
2. The name and address of the registered agent and office is:

Timothy G. Hains, Esq.  
Quarles & Brady  
Barnett Center, Suite 300  
4501 Tamiami Trail North  
Naples, Florida 33940


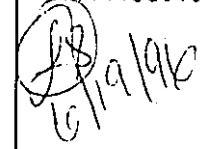
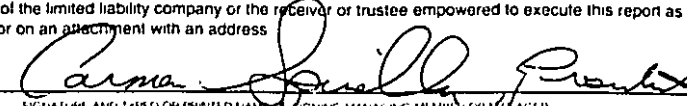
***Having been named as registered agent and to accept service of process for the  
above stated limited liability company at the place designated in this certificate, I  
hereby accept the appointment as registered agent and agree to act in this  
capacity I further agree to comply with the provisions 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.***

  
Timothy G. Hains, Esq.

12/19/95  
Date

**FILED**  
95 DEC 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

|  |                           |   |  |   |  |
|--|---------------------------|---|--|---|--|
| <b>LIMITED LIABILITY COMPANY</b><br><b>ANNUAL REPORT</b><br><b>1996</b>  |                           |  <b>FLORIDA DEPARTMENT OF STATE</b><br>Sandra B. Morham<br>Secretary of State<br>DIVISION OF CORPORATIONS  |  | <b>FILED</b><br><br>36 JUN 19 AM 2:37<br><br>SECRETARY OF STATE<br>TALLAHASSEE, FLORIDA   |  |
| <b>FILING FEE</b><br><b>\$ 238.75</b>  |                           | Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee<br><b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>   |  |   |  |
| 1. Name and Mailing Address of Limited Liability Company<br><br><b>DIAMOND RIDGE, L.C.</b><br><b><del>201 MURFIELD CIRCLE</del></b><br><b>NAPLES FL 33962</b>  |                           | <b>DOCUMENT # L95000000982</b>  |  |   |  |
| If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a  |                           |   |  |   |  |
| 2. Principal Place of Business<br><br>Suite, Apt. #, etc.<br><br>City & State<br><br>Zip Country   |                           | 2a. Mailing Address<br><b>201 Muirfield Circle</b><br><br>Suite, Apt. #, etc.<br><br>City & State<br><br>Zip Country  |  | 3. Date Organized or Qualified<br><b>12/20/1995</b><br><br>4. FEI Number<br><b>65-0672266</b><br><br>5. Date of Last Report   |  |
|  |                           |   |  | 3a. State of Formation<br><b>FL</b><br><br><input type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable<br><br>6. Certificate of Status Desired<br><input checked="" type="checkbox"/> <b>FL</b> |  |
| 7. Name and Address of Current Registered Agent<br><b>HAINES</b><br><b>HAINES, TIMOTHY G ESQ.</b><br><b>4501 TAMiami TRAIL, NORTH</b><br><b>SUITE 300</b><br><b>NAPES FL 33940</b>   |                           | 8. Name and Address of New Registered Agent<br><br>Name<br><br>Street Address (P.O. Box Number is Not Acceptable)<br><br>Suite, Apt. #, etc.<br><b>100001873181</b><br><b>-06/24/96 --01033--005</b><br><b>*****238.75 *****238.75</b><br><br>City<br><b>FL</b><br>Zip Code |  |   |  |
| 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 _____<br><small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>   |                           |   |  |   |  |
| 10. Title  | Managing Members/Managers | Business Street Address   |  | City, State and Zip Code  |  |
| MGR  | SPINELLA, CARMEN J        | 201 MURFIELD CIRCLE   |  | NAPLES FL   |  |
| MGR  | WICKMAN, ROBERT L         | 3805 INDIAN HILL DRIVE, SU  |  | OMAHA NE  |  |
|  |                           |   |  | <b>100001873181</b><br><b>-06/24/96 --01033--005</b><br><b>*****33.75 *****33.75</b><br>                                       |  |
| 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: <br><small>SIGNATURE AND TYPE OF PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>   |                           |   |  |   |  |