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LAW OFFICES OF  
ERNEST A. SEEMANN, Esq.

4729 Del Prado Boulevard  
Cape Coral, Florida 33904  
Tel.: (813) 540-7007; Telefax (813) 540-2154

December 19, 1995

FILED  
95 DEC 21 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Via Federal Express


RE: VILLAMERICA, L.C.

Gentlemen:

Enclosed herewith is an executed original and one photocopy of the Articles of Organization for the above referenced limited liability company and the required affidavit, together with our check for \$ 285.00. Please return the photocopy of the Articles with the log-in stamp in the enclosed postage-paid envelope.

Should you have any questions, please contact me.

Yours sincerely,

  
Ernest A. Seemann

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Encls.

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**ARTICLES OF ORGANIZATION  
OF  
VILLAMERICA, L.C.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be VILLAMERICA, L.C.

**ARTICLE II  
DURATION**

This Limited Liability Company shall exist for a period of thirty (30) years commencing on the day of filing of these Articles in the offices of the Secretary of State.

**ARTICLE III  
PURPOSE**

This Limited Liability Company is created for the purpose of transacting the business of purchasing real estate, and such other business as may be agreed by the members.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business of this Limited Liability Company shall be 3136 S.E. 17th Avenue, Cape Coral, FL 33904 and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Ernest A. Seemann, Esq., 4729 Del Prado Boulevard, Cape Coral, Florida 33904.

**ARTICLE V  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of One Thousand Dollars (\$1,000.00) which will be contributed by members in the following amounts:

	<u>NAME</u>	<u>ADDRESS</u>	<u>CAPITAL</u>
1)	Hannes Hetzenecker	Ingolstaedter Str. 10 D-85290 Geisenfeld Germany	\$250.00
2)	Gerda Hetzenecker	Ingolstaedter Str. 10 D-85290 Geisenfeld Germany	\$250.00
3)	Gerhard Nadler	Lindenstr. 28 D-85126 Muenchsmuenster Germany	\$250.00
4)	Rosemarie Nadler	Lindenstr. 28 D-85126 Muenchsmuenster Germany	\$250.00

No member shall be entitled to receive interest on his contribution to capital.

#### ARTICLE VI MANAGEMENT OF BUSINESS

Except as otherwise provided in these Articles of Organization), all members shall have equal rights in the management or conduct of the Limited Liability Company, pursuant to specific rules regarding rights and duties of members enumerated in the regulations of this Limited Liability Company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

#### ARTICLE VII REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this company if decided by simple majority vote.

#### ARTICLE VIII PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

## **ARTICLE IX MEETING OF MEMBERS**

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations by a majority in interest of all members at any time after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice.

Minutes shall be kept of all regular and special meetings.

## **ARTICLE X TRANSFERABILITY OF MEMBERS' INTEREST**

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of members' interests shall be governed by the provisions of F.S. 608.432.

## **ARTICLE XI PROFITS AND LOSSES**

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to this pro rata interest in the company. Losses shall be passed through to each member according to this pro rata interest in the company.

## **ARTICLE XII ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth by a simple majority of the members.

### **ARTICLE XIII (A)**

#### **WITHDRAWAL OR RETIREMENT OF MEMBER(S)**

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by registered or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

### **ARTICLE XIII(B)**

#### **EXPULSION OF MEMBER(S)**

a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

(2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

(3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles;

(5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or

(6) Any unlawful act causing damage to the Limited Liability.

b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving the defaulting

member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

#### ARTICLE XIV

##### DISSOLUTION, WINDING UP, LIQUIDATION

a) **Causes of Dissolution.** This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members by a simple majority give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) **Right to Continue Business.** The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) **Payment if Limited Liability Company is Continued.** If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution; and to his subsequent capital contributions.

e) **Winding Up and Liquidation.** On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow.

The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in this respect to profits.

#### ARTICLE XV NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

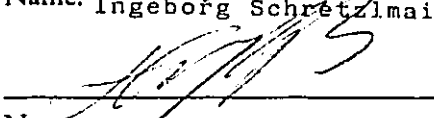
#### ARTICLE XVI AMENDMENTS

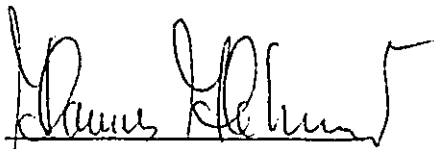
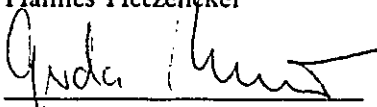
These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on December 6<sup>th</sup> 1995.

Signed, sealed, and delivered  
in the presence of:

  
Name: Ingeborg Schretzmaier

  
Name: Hans Reiß

  
Hannes Hetzenecker  
  
Gerda Hetzenecker

Ingeborg Schretzlmair  
Name: Ingeborg Schretzlmair

Hans Reib  
Name: Hans Reib

Gerhard Nadler  
Gerhard Nadler

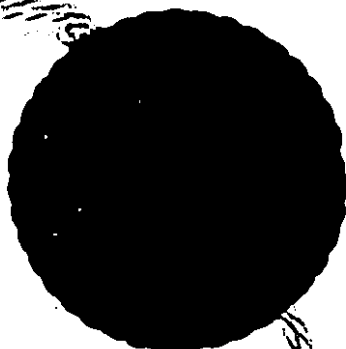
Rosemarie Nadler  
Rosemarie Nadler

2429

City of Ingolstadt )  
Free State of Bavaria )  
Federal Republic of Germany )

BEFORE ME, a Civil-Law Notary authorized by law to take oaths and acknowledgments, personally appeared **HANNES HETZENECKER**, who has produced German Passport No. 8299033396 as identification, **GERDA HETZENECKER**, who has produced German Passport No. 8299033400 as identification, **GERHARD NADLER**, who has produced German Passport No. 8305005762 as identification, AND **ROSEMARIE NADLER**, who has produced German Passport No. 8305000480 as identification, who executed the foregoing instrument, acknowledged before me that they executed it, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 6th day of December, 1995.



Min. W. H. SEAL  
Civil-Law Notary



City of Ingolstadt )  
Free State of Bavaria )  
Federal Republic of Germany )

### AFFIDAVIT

BEFORE ME, the undersigned authority, appeared today HANNES HETZENECKER who produced German Passport No.: 829903396 as identification, and who, after having been duly sworn, deposes and says:

1. My name is HANNES HETZENECKER; my address is Ingolstaedter Str. 10, D-85290 Geisenfeld, Germany.

2. I make this affidavit in compliance with Sec. 608.407(2) Florida Statutes as a member of the proposed Limited Liability Company VILLAMERICA, L.C. and declare:

(a) The Limited Liability Company VILLAMERICA, L.C., will have four members, namely Hannes Hetzenecker, Gerda Hetzenecker, Gerhard Nadler, and Rosemarie Nadler.

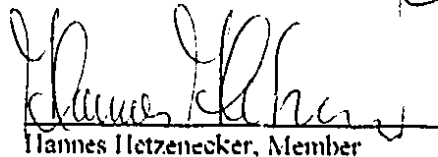
(b) The actual amount of cash contribution is \$1,000.00 (One Thousand Dollars);

(c) The agreed value of any property other than cash contributed is approx. \$150,000.00.

(d) The amount of cash and property anticipated to be contributed is approx. \$151,000.00.

3. I sign this Affidavit as one of the members of the company.

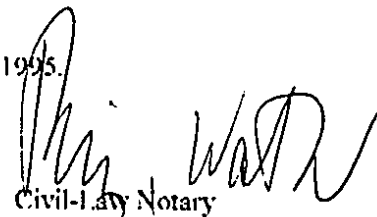
FURTHER AFFIANT SAYETH NAUGHT.

  
Hannes Hetzenecker, Member

SWORN TO AND subscribed before me this 8<sup>th</sup> day of December 1995.

SEAL



  
Civil-Law Notary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 DEC 21 PM 3:32

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**2nd NOTICE:** Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

APPROVED  
JUL 1996

96 JUL -8 PM 2:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



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

**FILING FEE**  
\$ 263.75  
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

Name and Mailing Address  
of Limited Liability Company

**DOCUMENT #** L95000000997

VILLAMERICA, L.C.  
3136 SE 17TH AVE  
CAPE CORAL FL 33904

1a. Principal Place of Business Address

3136 SE 17TH AVE  
CAPE CORAL FL 33904

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.		12/21/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		65-0372770	
Country		Country		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/> \$5.75 Additional Fee Required

7. Name and Address of Current Registered Agent

SEEMANN, ERNEST A ESQ.  
4729 DEL PARDO BLVD.  
CAPE CORAL FL 33904

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 608.416 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 new filing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	HETZENECKER, HANNES	INGOLSTEDTER STR 10, D9829	GEOSEMFELD, GERMANY
MGRM	HETZENECKER, GERDA	INGOLSTEDTER STR 10, D9829	GEOSEMFELD, GERMANY
MGRM	NADLER, GERHARD	LINDENSTR.28 D-85126	MUENCHSMUENSTER, GERM
MGRM	NADLER, ROSEMARIE	LINDENSTR.28 D-85126	MUENCHSMUENSTER, GERM

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\*\*\*263.75\*\*\*

7-8-96

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 no 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:

*Hannes Hetzenecker*

SIGNATURE AND TYPE OF AUTHORITY NAME OF SIGNING MANAGER OR MANAGER

Date

Signature: \_\_\_\_\_