

L960000000130

RUDNICK & WOLFE

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATION

555 12TH STREET, N.W.

SUITE 800

WASHINGTON, D.C. 20004-1202

TELEPHONE (202) 879-0880

FACSIMILE (202) 879-0888

CHICAGO OFFICE
203 NORTH LA SALLE STREET
SUITE 1800
CHICAGO, ILLINOIS 60601-1893
(312) 368-4000
FACSIMILE (312) 368-7816

TAMPA OFFICE
101 EAST KENNEDY BLVD.
SUITE 2000
TAMPA, FLORIDA 33602-8133
(813) 829-2111
FACSIMILE (813) 829-1447

BALTIMORE OFFICE
111 SOUTH CALVERT STREET
SUITE 2700
BALTIMORE, MARYLAND 21202-3800
(410) 388-0400

March 8, 1996

WRITER'S DIRECT LINE:

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Westminster Homes L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Amended and Restated Articles of Organization of Westminster Homes L.C. Also enclosed is a check in the amount of \$105 for the filing fee plus the cost for a certified copy. I would appreciate it if you would return the certified copy to me at the above address.

If you have any questions, please don't hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Karen S. Faucette

Karen S. Faucette
Secretary to
Joseph E. Resende

100001796151
-04/26/96--01046--002
****197.50 ****197.50

100001796151
-04/26/96--01046--003
****105.00 ****105.00

,ksf

Enclosures

\$250.00 CF
52.50 Cert

Contrib. increase to \$200,200

Amended & Restated

VB APR 24 1996

FILED
96 APR 23 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 25, 1996

JOSEPH E. RESENDE
555 12TH STREET N.W.
SUITE 600
WASHINGTON, DC 20004-1202

SUBJECT: WESTMINSTER HOMES L.C.
Ref. Number: L96000000130

We have received your document for WESTMINSTER HOMES L.C. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

The word "initial" should be removed from the specific article regarding managers and members as these are not the individuals originally designated at the time of organization. The fee to file your document is \$250.00 and an additional \$52.50 for the certified copy you requested. Any time you increase the contributions the fee is \$250.00.

We are returning your check for \$105.00 to be replaced by one in the correct amount of \$302.50.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 796A00013422

RECEIVED
96 APR 23 AM 8:59
DIVISION OF CORPORATIONS

LAW OFFICES
RUDNICK & WOLFE
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
555 12TH STREET, N.W.
SUITE 600

CHICAGO OFFICE
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FACSIMILE (202) 879-0880

TAMPA OFFICE
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(813) 889-8111
FACSIMILE (813) 889-1447

BALTIMORE OFFICE
111 SOUTH CALVERT STREET
SUITE 2700
BALTIMORE, MARYLAND 21202-3200
(410) 366-0400

April 19, 1996

WRITER'S DIRECT LINE:

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Westminster Homes L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of Amended and Restated Articles of Organization of Westminster Homes L.C. Also enclosed are two checks totalling \$302.50 for the filing fee plus the cost for a certified copy. I would appreciate it if you would return the certified copy to me at the above address.

If you have any questions, please don't hesitate to call. Thank you for your cooperation in this matter.

Sincerely,



Karen S. Faucette
Secretary to
Joseph E. Resende

,ksf

Enclosures

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
WESTMINSTER HOMES L.C.

FILED
96 APR 23 PM 12:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Amended and Restated Articles of Organization, to be effective upon filing, are entered into, executed and filed pursuant to Section 608.411 of the Florida Limited Liability Company Act (the "Act") for the purpose of amending and restating the Articles of Organization, dated as of January 24, 1996 and filed with the Florida Department of State on or about January 26, 1996.

FIRST: The name of the limited liability company is WESTMINSTER HOMES L.C. (the "Company").

SECOND: The purposes for which the Company is formed are as follows:

A. To acquire, develop, construct, own, manage, finance, lease or otherwise deal with real estate on its own behalf or on behalf of other persons or entities;

B. To act as general partner, limited partner, joint venturer, beneficiary, trustee or other participant in other entities formed for the purpose of acquiring, developing, constructing, owning, managing, financing, leasing or otherwise dealing with real estate;

C. To act as general contractor, construction manager, property manager, consultant or in any other capacity in connection with real estate; and

D. To engage in any act or activity for which limited liability companies may be formed under the Act.

The foregoing purposes, objects and businesses of the Company are made in furtherance, and not in limitation, of the powers conferred upon the Company by law, and are not intended, by the mention of any particular purpose, objective or business, to in any manner limit or restrict the generality of any other purpose, objective or business mentioned, or to limit or restrict any of the powers of the Company. The Company is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to limited liability companies which are contained in the Act.

THIRD: The Company's mailing address and principal office within the State of Florida shall be 1149 Periwinkle Way, Sanibel Island, Florida 33957.

FOURTH: The Company's registered agent shall be John J. Naumann, a Florida resident, with an address of 1149 Periwinkle Way, Sanibel Island, Florida 33957.

FIFTH: The Members of the Company are authorized to make, alter or repeal Regulations to govern the affairs of the Company. Such Regulations shall be adopted by the consent of a majority in ownership interest of the Members and may be altered or repealed in accordance with their terms.

SIXTH: The Members of the Company are as follows:

✓ BTS Construction Corporation
1149 Periwinkle Way
Sanibel Island, Florida 33957

Florida Flmo L.C.
2703 McArthur Way
Lehigh Acres, Florida 33936

Douglas S. Piatt
15750 New Hampshire Court
Ft. Myers, Florida 33908

Additional Members may be admitted to the Company in accordance with its Regulations by the action of its Board of Managers.

SEVENTH: The Members may continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in accordance with the Regulations by the consent of a majority in ownership interest of the Members.

EIGHTH: The affairs of the Company shall be managed by its Board of Managers pursuant to the Regulations. The Managers of the Company who will serve until their successors are elected and qualify are as follows:

✓ John J. Naumann
1149 Periwinkle Way
Sanibel Island, Florida 33957

✓ Jeffrey J. Milton
1149 Periwinkle Way
Sanibel Island, Florida 33957

✓ Douglas S. Piatt
15750 New Hampshire Court
Ft. Myers, Florida 33908

✓ Klaus Petri
2703 McArthur Way
Lehigh Acres, Florida 33936

NINTH: The duration of the Company shall be until December 31, 2020.

IN WITNESS WHEREOF, the undersigned Member has caused these Articles of Organization to be executed as of February 1, 1996, and acknowledges same to be its act and deed.

BTS CONSTRUCTION CORPORATION

By:

Name:

Title:

J. M. Kaper
Gregory M. Kaper
Secretary

AMENDED AND RESTATED
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared the authorized officer of BTS Construction Corporation, a Member of Westminster Homes L.C., a Florida limited liability company (the "Company"), who, upon being sworn, certifies as follows:

1. The Company has three Members. They are BTS Construction Corporation, Florida Fimo L.C. and Douglas S. Platt.
2. The amount of capital of the Members is \$200,200 in cash.
3. The anticipated amount of any additional capital of the Members is \$-0-.

Dated as of this 1st day of February, 1996.

BTS CONSTRUCTION CORPORATION,
Member

By: J. M. Kapfer
Name: Gregory M. Kapfer
Title: Secretary

STATE OF MARYLAND)
) ss:
COUNTY OF MONTGOMERY)

The foregoing instrument was acknowledged before me this 1st day of February, 1996, by Gregory M. Kapfer, Secretary of BTS Construction Corporation, a Member of Westminster Homes L.C., and who is ~~either~~ personally known to me ~~or whose name appears on the records of my office.~~

Cynthia Becker Smith
Notary Public

My Commission Expires: _____

CAROLYN BETHEA-SMITH
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 1, 1999

L96000000430

APR-23-1996 13:14

1:03 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 9-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H96000005703))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: 4055, L.C.
FAX AUDIT NUMBER: H96000005703 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/23/1996 TIME REQUESTED: 13:02:58
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000005703)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:05:13

*Corporation - misc.
Genda*

FILED
56 APR 23 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

44:1 HQ 02 NOV 96

APR-23-1996 13:14

P.82

(3)

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ORGANIZATION OF
4055, L.C., A FLORIDA LIMITED LIABILITY COMPANY
#L9600000430

4055, L.C., by an affirmative vote of all of the Members, whose names are set forth in the Articles of Organization, which members constitute the owners and holders of all of the interest of 4055, L.C. does hereby amend its Articles of Organization filed with the Secretary of State of the State of Florida, April 16, 1996 to provide the following:

Article X: Conveyances shall be amended to read as follows:

C. Conveyances: The Member(s) are 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, mortgages, deeds, 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. Such execution shall be made by Members holding a majority of interest of the Company, or in the alternative, such execution may be made by any Member of the Company appointed by a resolution executed by a majority of the Members in interest of the Company. The signature and execution of such documents will be clearly set forth as the execution on behalf of the Company and that the Member is signing on its behalf. The following form of signature will be used for obtaining or conveying title to any real or personal

Prepared by: Barry Boren
FL BAR # 247286
9200 S. Dadeland Blvd. #412
Miami, FL 33156
305-670-2200

FILED
96 APR 23 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000005703

50LS0000096H

Amendment

property:

4055 L.P.

By B.R.
Member/Managing Manager

1. No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents where title to real or personal property has been conveyed by the Company.

2. Except as herein amended, the original Articles of Organization as filed shall not be affected.

3. This Amendment to the Articles of Organization shall be effective April 22, 1996.

IN WITNESS WHEREOF, the undersigned, a Member of the Company has executed this Amendment to Articles of Organization this 22nd day of April, 1996

Colleen D. Masel
WITNESS

B.R.
BARRY M. BOREN, ESQ.

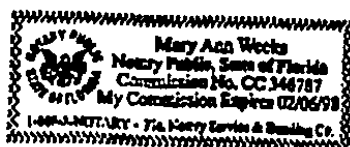
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared BARRY M. BOREN, ESQ. to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 22 day of April, 1996.

Mary Ann Weeks
Name: Mary Ann Weeks
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



H96000005703

00450000096H