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INTERNATIONAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 102907 4656E

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 337.50

ORDER DATE : September 30, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 102907

CUSTOMER NO: 4656E

100001959781

CUSTOMER: Marion M. Baker, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL  
111 North Orange Avenue  
Suite #2050  
Orlando, FL 32801

DOMESTIC FILING

NAME: RESIDENTIAL INCOME INVESTORS,  
L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
☒ LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*LP*  
9.30.96

FILED  
96 SEP 30 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 SEP 30 AM 11:33  
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF  
RESIDENTIAL INCOME INVESTORS, L.C.**

FILED  
96 SEP 30 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name and Duration**

The name of this Limited Liability Company shall be **RESIDENTIAL INCOME INVESTORS, L.C.** (hereinafter referred to as the "Company"). The Company shall exist from the date of filing these Articles with the Secretary of State until the earlier of December 31, 2045 or the occurrence of any of the events specified in Florida Statutes Section 608.441, as amended, unless continued by the unanimous consent of all of the remaining members.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Company is 120 International Parkway, Suite 264, Heathrow, Seminole County, Florida 32746, or such other place as the Members may determine from time to time.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office of the Company in the State of Florida is 120 International Parkway, Suite 264, Heathrow, Seminole County, Florida 32746. The name of the registered agent at such address is Roger A. Johnson II.

**ARTICLE IV**

**Company Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

2. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Limited Liability Company Act.

## **ARTICLE V**

### **Members**

The initial members of the Company (the "Members") are:

- (1) Charles F. Esskuchen, Jr.  
120 International Parkway, Suite 264  
Heathrow, Seminole County, Florida 32746
- (2) Roger A. Johnson II  
120 International Parkway, Suite 264  
Heathrow, Seminole County, Florida 32746
- (3) William O. Doyle  
533 Pinesong Drive  
Casselberry, Florida 32707

Additional members may be admitted from time to time only upon the written consent of all the Members, and under the terms and conditions upon which such consent may be conditioned.

## **ARTICLE VI**

### **Management**

1. The Members shall elect, by a majority in interest of the Members, managers of the Company to conduct the business affairs of the Company (the "Managers"), in accordance with the Regulations.

2. The following two (2) individuals are designated to serve as the initial Managers of the Company until the first annual meeting of the Members:

#### **Name and address**

- (1) Charles F. Esskuchen, Jr.  
120 International Parkway  
Suite 264  
Heathrow, Seminole County  
Florida 32746
- (2) Roger A. Johnson II  
120 International Parkway  
Suite 264  
Heathrow, Seminole County  
Florida 32746

## **ARTICLE VII**

### **Amendment**

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon Members herein are granted subject to this reservation.

## **ARTICLE IX**

### **Regulations**

The power to adopt, alter, amend or repeal Regulations for the management of this Company shall be vested in the Board of Governors or the Members.

## **ARTICLE X**

### **Transferability of Members' Interest**

A Member's interest in the Company may be transferred only with the unanimous written consent of all the remaining Members. Without such 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.

## **ARTICLE XI**

### **Capital Contributions**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in the "Affidavit of Membership" contained in Exhibit "A", attached hereto and incorporated herein by reference.

## **ARTICLE XII**

### **Additional Capital Contributions**

The Members of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all the Members.

### ARTICLE XIII

#### Withdrawal, Retirement, Dissolution Death, Bankruptcy or Expulsion

Upon the withdrawal, retirement, dissolution, death, bankruptcy or expulsion of a Member, or the occurrence of any other event that terminates the continued membership of a Member, the remaining members may unanimously consent to continue the business of the Company within ninety (90) days after the termination, provided there are at least two remaining members.

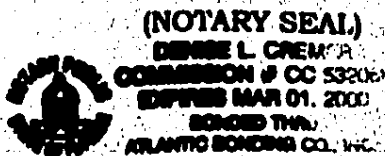
**IN WITNESS WHEREOF**, the undersigned organizer, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does hereby execute, file and record these Articles of Organization, and does certify that the facts herein stated are true.

DATED as of the 16<sup>th</sup> day of September, 1996.

  
ROGER A. JOHNSON II

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing Articles of Organization was acknowledged before me this 16<sup>th</sup> day of September, 1996, by Roger A. Johnson II. He is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.



  
NOTARY PUBLIC  
Print Name: Denise L. Cremer  
My Commission Expires: 3-1-00

**Exhibit "A"**

**Affidavit of Membership and  
Capital Contributions of the Members  
of RESIDENTIAL INCOME INVESTORS, L.C.**

STATE OF FLORIDA  
COUNTY OF SEMIWOLE

BEFORE ME, the undersigned authority, personally appeared ROGER A. JOHNSON II, who, after first being duly sworn, deposes and says as follows:

1. I am over the age of eighteen years of age.
2. I am a Member of the Company.
3. I am a duly appointed Manager of the Company.
4. The Company has at least two Members.
5. The initial capitalization of the Company will be \$250,000.00, consisting of the following initial capital contributions from the Members:
  - \$83,333.33 contribution by Roger A. Johnson II;
  - \$83,333.34 contribution by Charles F. Esskuchen, Jr.;
  - \$83,333.33 contribution by William O. Doyle;
6. The total amount of cash or property anticipated to be contributed by the Members is \$ 250,000.00.

FURTHER AFFIANT SAYETH NOT.

  
ROGER A. JOHNSON II

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 1996, by ROGER A. JOHNSON II, who is personally known to me [ ] or has produced \_\_\_\_\_ as identification.



DENISE L. CREMER  
COMMISSION # CC 532098  
EXPIRES MAR 01, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public  
Print Name: Denise L. Cremer  
My commission expires: 3-1-00

## **REGISTERED AGENT CERTIFICATE**

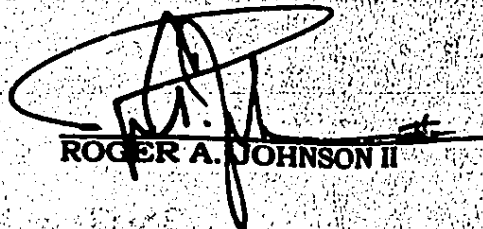
PURSUANT TO THE PROVISIONS OF SECTION 608.415 AND 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

That RESIDENTIAL INCOME INVESTORS, L.C., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Organization, at the City of Heathrow, County of Seminole, State of Florida, has named Roger A. Johnson II, located at the registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

## **ACKNOWLEDGMENT**

Having been named to accept service of process and serve as registered agent for the above-stated Company, at the place designated in the Articles of Organization, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of the statute relative in keeping open the office, and further state that I am familiar with §608.415, Florida Statutes.

DATED: September 16, 1996.

  
ROGER A. JOHNSON II

STATE OF FLORIDA  
COUNTY OF Pinellas

The foregoing Registered Agent Certificate was acknowledged before me this 16<sup>th</sup> day of September, 1996, by Roger A. Johnson II. He is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

(NOTARY SEAL)



DENISE L. CREMER  
COMMISSION # C0553741  
EXPIRES MAR 01, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Denise L. Cremer  
NOTARY PUBLIC  
Print Name: Denise L. Cremer  
My Commission Expires: 3-1-00

FILED  
96 SEP 30 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA