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FILED

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PLEASE REPLY TO:
P. O. BOX 5124
CLEARWATER, FLORIDA 34618-5124

E-Mail Address: TZBZU@aol.com

April 3, 1997

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

TEW, ZINOBER, BARNES, ZIMMET & UNICE
ATTORNEYS AT LAW
CLEARWATER, FLORIDA 34619
TALLAHASSEE, FLORIDA 32314

Re: T/A/S HOMES, L.C.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Organization of the above limited liability company. We have also enclosed a check in the amount of \$285.00 for the filing and designation of registered agent fees.

Please process this at your earliest opportunity and return the conformed copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Donna J. Feldman, Esquire

DJF/ker
Enclosures

pc: Mr. Gary Tyler

W97-8/25
4/8/97
2/11/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1997

DONNA J. FELDMAN, ESQ.
P O BOX 5124
CLEARWATER, FL 34619

SUBJECT: T/A/S HOMES, L.C.
Ref. Number: W97000008125

We have received your document for T/A/S HOMES, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 297A00017554

ARTICLES OF ORGANIZATION OF

T/A/S HOMES, L.C.

FILED
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SECRETARY OF STATE
FLORIDA

The undersigned hereby certifies that the members of T/A/S HOMES, L.C., have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be "T/A/S HOMES, L.C.," and the mailing address of its principal place of business shall be 441 Oak Creek Lane, Palm Harbor, Florida, 34684, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or

assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with hits business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. The managing member shall be Tyler Homes, Inc., 441 Oak Creek Lane, Palm Harbor, Florida, 34684.

ARTICLE IV

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered agent of the limited liability company is 441 Oak Creek Lane, Palm Harbor, Florida, 34684, and the name of its initial registered agent at such address is Gary Tyler.

ARTICLE VI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

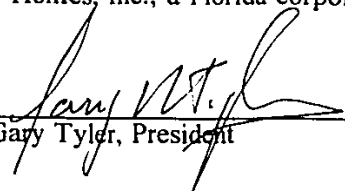
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being one of the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of T/A/S HOMES, L.C.

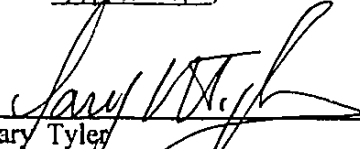
MARCH 20, Executed by the undersigned at Clearwater, Pinellas County, Florida, on 1997.

Tyler Homes, Inc., a Florida corporation

By: 
Gary Tyler, President

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for T/A/S/HOMES, L.C., a Florida limited liability company, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said company this 20 day of MARCH, 1997.



Gary Tyler
441 Oak Creek Lane
Palm Harbor, FL 34684

LIMITED LIABILITY COMPANY AFFIDAVIT

FILED

STATE OF FLORIDA
COUNTY OF PINELLAS

97 APR 22 PM 4:36

BEFORE ME, the undersigned Notary Public, personally appeared GARY TYLER, who, being the president of TYLER HOMES, INC., a Florida corporation, being one of the members of T/A/S HOMES, L.C., a Florida limited liability company ("LC"), being first duly sworn as required by law, deposes and says:

1. The LC has at least two (2) members.
2. The members shall contribute as capital to the LC, cash in the aggregate amount of Four Thousand and no/100 Dollars (\$4,000.00). Additional contributions will be made as required for investment purposes, as determined by unanimous consent, not to exceed One Hundred Thousand Dollars (\$100,000.00) in the aggregate.
3. The amount of cash or property anticipated to be contributed by all members is One Hundred Thousand Dollars (\$100,000.00).
4. Total amount of all anticipated contributions is One Hundred Thousand Dollars (\$100,000.00).

Executed by the undersigned at Clearwater, Pinellas County, Florida, on April 18th, 1997.

Gary Tyler
Gary Tyler

The foregoing instrument was acknowledged before me this 18th day of April, 1997, by Gary Tyler, who is personally known to me or who has produced (type of identification) as identification.

Kathleen E. Roberts
Signature of Person Taking Acknowledgment

Kathleen E. Roberts
Name of Acknowledger Typed, Printed or Stamped

(NOTARY SEAL)

Notary Public, State of Florida

CC 472077
Notarial Serial Number

