

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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1.) Vision Real Estate, L.C.
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF ORGANIZATION OF
VISION REAL ESTATE, L.C.**

FILE
97 MAY 23 AM 10 55
SECRET
FALL 1997

The undersigned certify that we have associated ourselves 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be VISION REAL ESTATE, L.C., and its principal office shall be located at 3625 West State Road 46, Unit 2 in the City of Sanford, County of Seminole, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these Articles 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, good will, 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 these 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, 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, either alone or in association with others incidental or pertaining to, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

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. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Clarence J. Lamphier
2160 Montecito Avenue
Deltona, Florida 32738

Gary M. Lamphier
2349 River Tree Circle
Sanford, Florida 32771-8331

Robert W. Lamphier
3164 Tunisia Drive
Deltona, Florida 32738

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members 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.

On 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 on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Clarence J. Lamphier and Robert W. Lamphier shall contribute the following real estate to the limited liability company (Property Group A):

1. 2837 Kimberly Drive, Deltona, Florida 32738
Lot 17, Block 1883, Deltona Lakes, Unit 74, 29/28-45
2. 2301 Kerridale Street, Deltona, Florida 32725
Lot 2, Block 1100, Deltona Lakes, Unit 41
3. 2380 California Street, Deltona, Florida 32738
Lot 4, Block 1887, Deltona Lakes, Unit 74
4. 2570 Beal Street, Deltona, Florida 32738
Lot 27, Block 796, Deltona Lakes, Unit 32

Property Group A is subject to mortgages in the amount of \$151,761.72. Clarence J. Lamphier and Robert W. Lamphier are presently and shall remain personally obligated for the mortgages on Property Group A.

Clarence J. Lamphier and Robert W. Lamphier shall contribute \$1,347.12 cash to the limited liability company. This cash shall be utilized in connection with Property Group A only.

The three (3) members shall contribute the following real estate to the limited liability company (Property Group B):

1. 2913 Keesler Street, Deltona, Florida 32738
Lot 27, Block 741, Deltona Lakes, Unit 32
2. 2919 Keesler Street, Deltona, Florida 32738
Lot 26, Block 741, Deltona Lakes, Unit 32

The three (3) members are presently and shall remain personally obligated for the funds utilized to purchase Property Group B.

Capital contributions in the amount of \$300.00 cash shall be paid to the limited liability company by the three (3) members in equal shares. This cash shall be utilized in connection with Property Group B and any future properties obtained or contributed to the limited liability company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make all future contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.*

(1) Clarence J. Lamphier and Robert W. Lamphier shall be entitled to the net profits arising from the limited liability company business of owning and operating Property Group A that remains after the payment of expenses of owning and operating Property Group A. Clarence J. Lamphier and Robert W. Lamphier shall be entitled an equal distributive share of the profits of Property Group A. The distributive share of the profits of Property Group A shall be determined and paid to Clarence J. Lamphier and Robert W. Lamphier quarterly, the month and day of the commencement date being July 1, 1997.

(2) The members shall be entitled to the net profits arising from the limited liability company business of owning and operating Property Group B and all future properties that remain after the payment of the expenses of owning and operating Property Group B and all future properties. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members quarterly, the month and day of the commencement date being July 1, 1997.

(b) *Losses.*

(1) All losses that occur in the ownership and operation of Property Group A shall be paid out of the capital contributed by Clarence J. Lamphier and Robert W. Lamphier in connection with Property Group A, and the profits of Property Group A.

(2) All losses that occur in the ownership and operation of Property Group B and all future properties shall be paid out of the capital contributed by the members in connection with Property Group B and the profits of Property Group B and all future properties.

ARTICLE VIII

DURATION

This limited liability company shall exist until December 31, 2045, until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

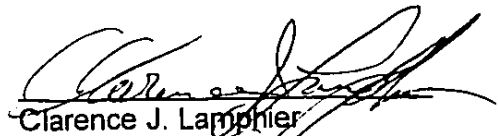
ARTICLE IX

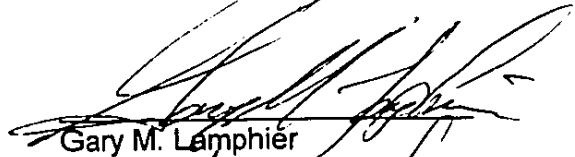
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1400 West Fairbanks Avenue, Suite 203, City of Winter Park, County of Orange, State of Florida, and the name of the company's initial registered agent at that address is Charles R. Harrison, Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of VISION REAL ESTATE, L.C.

Executed by the undersigned at Winter Park, Florida on May 22, 1997


Clarence J. Lamphier


Gary M. Lamphier


Robert W. Lamphier

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

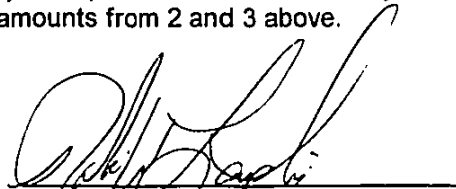
STATE OF FLORIDA)

) ss.

COUNTY OF ORANGE)

In compliance with Florida Statute 608.407(2), the undersigned member of VISION REAL ESTATE, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,647.12.
3. The agreed value of property other than cash contributed by the members is \$313,500.00. A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$315,250.00. This total includes the amounts from 2 and 3 above.


Robert W. Lamphier

The foregoing instrument was acknowledged before me this 22ND day of May, 1997 by Robert W. Lamphier, a member, on behalf of VISION REAL ESTATE, L.C., a limited liability company, who (check one): X is personally known to me; ___ has produced a driver's license (issued by a state of the United States within the last [5] years as identification, or ___ has produced other identification, to-wit: _____. Affiant did take an oath.

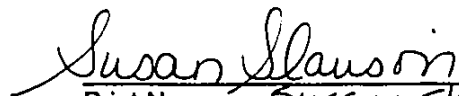
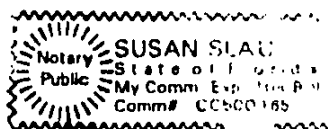

Print Name Susan Slason
Commission No. CC500165
My Commission Expires 10/09/99

EXHIBIT "A"

DESCRIPTION OF PROPERTY

1. 2837 Kimberly Drive, Deltona, Florida 32738
Lot 17, Block 1883, Deltona Lakes Unit 74, 29/28-45
2. 2301 Kerridale Street, Deltona, Florida 32725
Lot 2, Block 1100, Deltona Lakes, Unit 41
3. 2380 California Street, Deltona, Florida 32738
Lot 4, Block 1887, Deltona Lakes, Unit 74
4. 2570 Beal Street, Deltona, Florida 32738
Lot 27, Block 796, Deltona Lakes, Unit 32
5. 2913 Keesler Street, Deltona, Florida 32738
Lot 27, Block 741, Deltona Lakes, Unit 32
6. 2919 Keesler Street, Deltona, Florida 32738
Lot 26, Block 741, Deltona Lakes, Unit 32

REGISTERED AGENT CERTIFICATE

[illegible]

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is VISION REAL ESTATE, L.C.

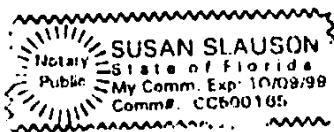
The name of the registered agent for VISION REAL ESTATE, L.C. is Charles R. Harrison, Esquire and the street address of the registered agent's office is 1400 West Fairbanks Avenue, Suite 203, Winter Park, Florida 32879.

This statement is to acknowledge that, as indicated above, VISION REAL ESTATE, L.C. has appointed me, Charles R. Harrison, Esquire, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: 5/22/97


Charles R. Harrison, Esquire

The foregoing instrument was acknowledged before me this 22 day of May, 1997 by Charles R. Harrison, Esquire, on behalf of VISION REAL ESTATE, L.C., a limited liability company, who (check one): ☒ is personally known to me; ☐ has produced a driver's license (issued by a state of the United States within the last [5] years as identification, or ☐ has produced other identification, to-wit: _____.



Susan Slawson
Print Name Susan Slawson
Commission No. CC500165
My Commission Expires 10/09/99