

L97000001366



ACCOUNT NO. : 072100000032
REFERENCE : 945227 4326865
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$35.00 52.50

ORDER DATE : August 28, 1998
ORDER TIME : 4:29 PM
ORDER NO. : 945227-005
CUSTOMER NO: 4326865

FILED
98 AUG 31 AM 9:36
DIVISION OF STATE
CORPORATION
TALLAHASSEE, FLORIDA

CUSTOMER: Paul S. Gravenhorst, Esq
Goldberg, Young & Gravenhorst
1630 North Federal Highway
Ft. Lauderdale, FL 33305

700002628297--9

DOMESTIC AMENDMENT FILING

L97-1322
~~6249-710723~~

NAME: GRAND VIEW GARDEN HOMES, L.C.

CM

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
98 AUG 31 AM 8:52
DIVISION OF CORPORATION

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 31, 1998

JEANINE REYNOLDS
CSC
TALLAHASSEE, FL

SUBJECT: GRAND VIEW GARDEN HOMES, L.C.
Ref. Number: L97000001366

RESUBMIT
Please give original
submission date as file date.

We have received your document for GRAND VIEW GARDEN HOMES, L.C. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

There is a balance due of \$17.50.

The document must contain the original date of filing/authorization in Florida.

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

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 (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 598A00044817

RECEIVED
98 AUG 31 AM 9:35
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP -8 PM 3:29
DIVISION OF CORPORATION

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
GRAND VIEW GARDEN HOMES, L.C.

In consideration of the mutual covenants herein contained, Paul S. Gravenhorst, James V. Blevins, Trustee, and J. William Blevins hereby amend and restate in its entirety the Articles of Organization of Grand View Garden Homes, L.C., a limited liability company pursuant to Florida Statutes. The original Articles of Organization was filed on December 8, 1997 and assigned Document No. L97000001366. This Document was duly executed and filed in accordance with Section 608.411 of the Florida Statutes.

ARTICLE I. NAME

The name of this limited liability company shall be
GRAND VIEW GARDEN HOMES, L.C.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The mailing address and the street address of the principal place of business of the limited liability company shall be 283 Sabal Palm Terrace, Boca Raton, Florida 33432, or such other place or places as may be agreed on by the members.

FILED
93 AUG 31 AM 9:36
STATE OF FLORIDA
TALLAHASSEE

ARTICLE III. DURATION

This term of this limited liability company shall commence upon the filing of these Articles of Organization and shall be perpetual unless and until dissolved by the members herein as set forth in Article VI of these Articles of Organization.

ARTICLE IV. MANAGEMENT

The limited liability company shall be managed by a Board selected by the members and the name and address of the person on the Managing Board:

Paul S. Gravenhorst 283 Sabal Palm Terrace
Boca Raton, Florida 33432

93 AUG 31 PM 9:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. MEMBERS

A limited liability company shall have the following members the names and addresses are as follows:

Paul S. Gravenhorst 283 Sabal Palm Terrace
Boca Raton, Florida 33432

James V. Blevins,
Trustee c/o James V. Blevins Company
P.O. Box 150056
Nashville, Tennessee 37215

J. William Blevins c/o 421 Hart Lane
P.O. Box 160387
Nashville, Tennessee 37216-0387

ARTICLE VI. ADMISSION OF MEMBERS

Admission of new members shall be only by the unanimous written consent of the then current members of this limited liability company.

ARTICLE VII. DISSOLUTION

Unless the members unanimously agree in writing to continue the existence of the limited liability company within sixty (60) days of the happening of an event of dissolution, the limited liability company shall be dissolved upon the happening of any of the following events of dissolution:

- (1) Withdrawal, retirement, or expulsion of any member;
- (2) Death, voluntary dissolution or bankruptcy of any member; or
- (3) Unanimous agreement of the members.

ARTICLE VIII. PURPOSE

This limited liability company is created and conducted for the purpose of engaging in the business of property investments (real estate and/or other), and in such other related businesses as may be agreed on by the members.

ARTICLE IX. PROPERTY

(1) Property. All property originally paid or brought into, or transferred to, the limited liability company as

FILED
98 AUG 31 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of the limited liability company shall be property of this limited liability company.

(2) Property to be in Limited Liability Company Name.

The title to all limited liability company property shall be held in the name of the limited liability company.

ARTICLE X. ACCOUNTING MATTERS

Books of Account. Books of account shall be kept by the members, and proper entries made therein of all the sales, purchases, receipts, payments, engagements, transactions, and property of the limited liability company.

ARTICLE XI. PROFITS AND LOSSES

(1) Profits and Losses. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to his or its distributive share of the profits according to his pro rata interest in the company. Losses shall be passed through to each member according to the member's pro-rata share in the company.

(2) Minimum Distributions. To the extent funds are available, the Company shall make an equal distribution each year

FILED
90 AUG 31 AM 9:35
STATEMENT OF RECORDS
MILWAUKEE COUNTY

to all of the Members to cover their income tax liability resulting from their investment in this limited liability company.

ARTICLE XII. NOTICES TO MEMBERS

All notices to the members pursuant to these Articles shall be in writing and shall be deemed effective when given by personal delivery or upon mailing by certified mail, return receipt requested.

ARTICLE XIII. MEETINGS OF MEMBERS

Without call or notice, the members shall hold regular annual meetings at times and places to be selected by members. In addition, special meetings may be called by any member at any time after the giving of five (5) days' notice to the other member, or members if more than one. Notice of special meetings shall be by actual notice in person or by telephone to each member. Any member's presence at a meeting constitutes a waiver of notice of such meeting except in the event that a member attends a meeting and protests the lack of notice to him. Minutes shall be made of the regular and special meetings of the members of the limited liability company.

ARTICLE XIV. TRANSFERABILITY

Members may not transfer their interest in the limited liability company, except as provided in the Amended Regulations.

FILED
AUG 31 AM 9:06
TALLAHASSEE, FLORIDA

ARTICLE XV. AMENDMENTS

These Articles may be amended at any time by vote by unanimous vote of the members. Amendments shall be filed as required with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Amended and Restated Articles of Organization this 24 day of July, 1998.

Anthony Barrett

Paul S. Gravenhorst
Paul S. Gravenhorst

George Waller

James V. Blevins
James V. Blevins, Trustee

George Waller

J. William Blevins
J. William Blevins

FILED
09 AUG 31 AM 9:36
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32304

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 14th day of August, 1998, by Paul S. Gravenhorst, who is personally known to me [or has produced _____ as identification].

Catherine S. Barrett
(SIGNATURE OF PERSON TAKING ACKNOWLEDGEMENT)

OFFICIAL NOTARY SEAL
CATHERINE S BARRETT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC56425
MY COMMISSION EXP. JULY 5, 2000

(Name of acknowledger, typed, printed or stamped)

(Title or rank (serial number, if any))

STATE OF TENNESSEE)
)
COUNTY OF DAVISON)

The foregoing instrument was acknowledged before me this 8th day of July, 1998, by James V. Blevins, Trustee, who is personally known to me [or has produced _____ as identification].

Lucille C. Ludwig
(SIGNATURE OF PERSON TAKING ACKNOWLEDGEMENT)

(Name of acknowledger, typed, printed or stamped)

Notary
(Title or rank (serial number, if any))

FILED
98 AUG 31 AM 9:36
NOTARY PUBLIC STATE OF TENNESSEE
DAVISON COUNTY, TENNESSEE

SCHEDULE "A"

That part of Tracts 49A, 49B, 50A, 50 (sometimes described as 50B), 63 and 64, LAKE HIGHLANDS COMPANY, according to the plat thereof, recorded in Plat Book 2, Page 38, of the Public Records of Lake County, Florida, lying East of U.S. Highway No. 27, in Section 19, Township 22 South, Range 26 East, Lake County, Florida, more particularly described as follows:

Commencing at the East 1/4 corner of said Section 19, thence S01°00'00" E, along the East line of said Section 19, a distance of 2304.75 feet to the Eastern extension of the North right-of-way of Highland Avenue, thence S89°23'02"W, along said extension, a distance of 30.00 feet to the West right-of-way of Grand Avenue for the Point of Beginning; thence S89°23'02"W, along the North right-of-way of said Highland Avenue, a distance of 372.96 feet, thence N01°00'00"W, parallel with said East line of Section 19, a distance of 282.64 feet, thence S89°23'02"W, parallel with said North right-of-way of Highland Avenue, a distance of 269.12 feet to the Easterly right-of-way of said U.S. Highway No. 27, thence Northwesterly, along said Easterly right-of-way, through a curve to the left having a radius of 5849.65 feet, an arc distance of 238.48 feet, thence N01°28'48" W, continuing along said Easterly right-of-way, a distance of 102.67 feet, thence Northwesterly, continuing along said Easterly right-of-way, through a curve to the left having a radius of 5859.65 feet, an arc distance of 153.41 feet, thence N15°09'29"W, continuing along said Easterly right-of-way, a distance of 10.47 feet, thence N89°39'00"E, parallel with Desoto Street, a distance of 683.37 feet to said West right-of-way of Grand Avenue, thence S01°00'00"E, along said West right-of-way of Grand Avenue, also parallel with and 30.00 feet at right angle to said East line of Section 19, a distance of 781.83 feet to the P.O.B.

FILED
23 AUG 31 AM 9:36
CLERK OF COUNTY
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 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.

1. The name of the limited liability company is:

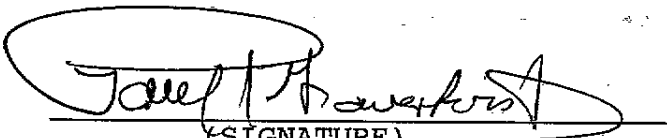
GRAND VIEW GARDEN HOMES, L.C.

2. The name and address of the registered agent and office is:

PAUL S. GRAVENHORST, ESQ.
GOLDBERG, YOUNG & GRAVENHORST, P.A.
1630 North Federal Highway
Fort Lauderdale, Florida 33305

FILED
08 AUG 31 11 9:36
SHERRILL
TALLAHASSEE
FLORIDA

Having been named registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.


(SIGNATURE)


(DATE)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GRAND VIEW GARDEN HOMES, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$800,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0.00
- 5) the total amounts of 2, 3 and 4 is \$800,000.00

 8/25/98
Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
AUG 31 AM 9:36
TALLAHASSEE, FLORIDA