



L98000000231

ACCOUNT NO. : 072100000032
REFERENCE : 717252 81190A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 5:59

ORDER DATE : February 24, 1998
ORDER TIME : 10:05 AM
ORDER NO. : 717252-005
CUSTOMER NO: 81190A

400002439224-9
-02/24/98-01053-016
****337.50 ****337.50

CUSTOMER: Thomas E. Moorey, Esq
THOMAS E. MOOREY, ESQ

Suite 105
1430 Royal Palm Square Blvd
Ft. Myers, FL 33919

DOMESTIC FILING

NAME: VILLA SAN SOUCI, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

mk

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

2/24/98 (circled)

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

MALIKY Adams

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PH 3:59

RECEIVED
98 FEB 24 AM 11:05
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
OF
VILLA SAN SOUCI, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 4:59

ARTICLE I

NAME

The name of this Company is **VILLA SAN SOUCI, L.C.**

ARTICLE II

PURPOSE

This Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 3:59

ARTICLE III

CAPITAL CONTRIBUTIONS

Initial contributions to capital in an aggregate amount of One Thousand and 00/100 Dollars (\$1,000.00) shall be paid to this Company in cash or in property by the Members in such amounts as are set forth below:

Thomas R. Cronin, General Partner \$ 500.00
C.S.L.&G. Development Ltd., a Florida Limited Partnership

Allan E. Fox, President \$ 500.00
Investors Trust, Inc., a Florida corporation

From time to time, the Members may determine by a unanimous vote that additional contributions to capital are deemed necessary to finance the business and affairs of this Company.

In the event of such a determination, this Company will notify each Member of such Member's obligations to make an additional contribution to capital. Each Member shall be required to make an additional contribution to capital in proportion to such Member's then existing non-returned, contributed capital, or in any other proportion which the Members may unanimously agree.

FILED OF STATE
SECRETARY OF CORPORATIONS
98 FEB 24 PM 4: 59

ARTICLE IV

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

FILED OF STATE
SECRETARY OF CORPORATIONS
98 FEB 24 PM 3: 59

ARTICLE V

MANAGEMENT AND POWERS

The business of this Company shall be managed under the direction of one or more Managers. All powers of this Company shall be exercised only by or under the authority of such Managers, except as otherwise provided by law, these Articles of Organization, the Regulations or Operating Agreement of this Company. The following is a list of the names and addresses of each individual who shall serve as a Manager, at the pleasure of the Members, until the first annual meeting of Members:

<u>NAME</u>	<u>ADDRESS</u>
Allan E. Fox, President Investors Trust, Inc. a Florida corporation	3591 Fowler Street Fort Myers, Florida 33901

ARTICLE VI

REGULATIONS AND OPERATING AGREEMENT

The power to alter, amend or repeal the Regulations and Operating Agreement of this Company shall be vested solely in the Members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS AND

INITIAL REGISTERED AGENT

The street address of the principal place of business of this Company shall be 3591 Fowler

Street, Fort Myers, Florida 33901, County of Lee, State of Florida. This is also the Company's mailing address.

This Company reserves the right, power and authority to establish branch offices at such places as may be designated by this Company. The initial registered agent of this Company shall be Allan E. Fox, whose street address is 3591 Fowler Street, Fort Myers, Florida 33901, County of Lee, State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 3:59

ARTICLE VIII

DURATION: DISSOLUTION

This Company shall exist for a period of thirty (30) years commencing on February 28, 1998, unless earlier terminated by the terms of this Article VIII. This Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining Members unanimously consent to the continued existence of this Company within ninety (90) days after the date of occurrence of such event. This Company shall be dissolved upon the unanimous consent of the Members.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 3:59

ARTICLE IX

AMENDMENT

The power to alter, amend or repeal these Articles of Organization shall be vested solely in the Members.

The undersigned, being all of the original Members of this Company, certify that the foregoing constitutes the entire proposed Articles of Organization of this Company.

Executed by the undersigned at Fort Myers, Lee County, Florida, on this 23rd day of

February, 1998.

Thomas R. Cronin

Thomas R. Cronin, General Partner,
C.S.L.&G. Development Ltd.,
a Florida Limited Partnership

Allan E. Fox

Allan E. Fox, President
Investors Trust, Inc., a Florida corporation

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared THOMAS R. CRONIN, to me personally known, or who has produced Personally Known as identification, and known General Partner, C.S.L.&G. Development Ltd., a Florida Limited Partnership as identification, and known ship

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 4:59

WITNESS my hand and official seal this 23rd day of February, 1998.

Geraldine P. Talbert

Notary Public Geraldine P. Talbert

My Commission Expires:



GERALDINE P. TALBERT
COMMISSION # CC581380
EXPIRES SEP 19, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared ALLAN E. FOX, /President, Investors Trust, Inc., a Florida corp., to me personally known, or who has produced Personally Known as identification, and known to be the person described in a who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 3:59

WITNESS my hand and official seal this 23rd day of February, 1998.

Geraldine P. Talbert

Notary Public Geraldine P. Talbert

My Commission Expires :



GERALDINE P. TALBERT
COMMISSION # CC581380
EXPIRES SEP 19, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 3:59

The undersigned member or authorized representative of a member of **VILLA SAN SOUCL, 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 One Thousand and 00/100

Dollars (\$1,000.00).

3. If any, the agreed value of property other than cash contributed by member(s) is \$0.

A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by member(s) is

One Thousand and 00/100 Dollars (\$1,000). This total includes amounts from No. 2 and 3

above.

allan E. Fox

ALLAN E. FOX, President, Investors Trust, Member Inc., a Florida corporation

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23rd day of February, 1998, by **ALLAN E. FOX**, who is personally known to me or who has produced Personally Known as identification.

Geraldine P. Talbert
Notary Public Geraldine P. Talbert

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 3:59

**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: **VILLA SAN SOUCI, L.C.**
2. The name and address of the registered agent and office is:

Allan E. Fox, President
Investors Trust, Inc., a Florida corporation
3591 Fowler Street
Fort Myers, Florida 33901

FILED OF STATE
SECRETARY OF CORPORATIONS
98 FEB 24 PM 3:59

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the 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.

Allan E. Fox

Date: Feb 23, 1998

ALLAN E. FOX, President
Investors Trust, Inc., a Florida corporation

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23rd day of February, 1998, by **ALLAN E. FOX**, President, Investors Trust, Inc., a Florida corporation, who is personally known to me or who has produced personally known as identification.

Geraldine P. Talbert
Notary Public Geraldine P. Talbert

My Commission Expires:



GERALDINE P. TALBERT
COMMISSION # CC581380
EXPIRES SEP 19, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.