



THE UNITED STATES  
CORPORATION  
COMPANY

L98000000856

ACCOUNT NO. : 072100000032

REFERENCE : 862874 3487A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ ~~390.00~~

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 23 AM 8:39

ORDER DATE : June 19, 1998

407.50

ORDER TIME : 11:41 AM

ORDER NO. : 862874-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Donna Brewer  
ICARD MERRILL CULLIS TIMM  
FUREN & GINSBURG, PA  
2033 Main Street, Suite 101  
P. O. Drawer 4195  
Sarasota, FL 34237

300002566283--1

DOMESTIC FILING

NAME: SILVER OAK DEVELOPMENT, L.C.

EFFECTIVE DATE:

(8)

h/c

XX LLC  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX -2- CERTIFIED COPY (TWO)  
PLAIN STAMPED COPY  
2 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 19, 1998

STACY EARNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: SILVER OAK DEVELOPMENT, L.C.  
Ref. Number: W98000014151

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of Sara 507

We have received your document for SILVER OAK DEVELOPMENT, L.C. and the authorization to debit your account in the amount of \$390.00. However, the document has not been filed and is being returned for the following:

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 498A00034075

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RESUBMIT

Please give original  
submission date as file date.

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ARTICLES OF ORGANIZATION  
OF  
SILVER OAK DEVELOPMENT OF SARASOTA, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I  
NAME

The name of the limited liability company shall be SILVER OAK DEVELOPMENT OF SARASOTA, L.C. ("Company").

ARTICLE II  
PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of, the managers of the Company.

ARTICLE III  
ADDRESS

The mailing address and street address of the principal office of the Company shall be 7093 S. Tamiami Trail, Sarasota, Florida 34231.

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#### ARTICLE IV DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate no later than December 31, 2025, unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Regulations.

#### ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Paul D. Beitlich, Esq., Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Sarasota, Florida 34237.

#### ARTICLE VI RESTRICTIONS ON MEMBERSHIP

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, including the contribution to capital, as shall be determined by all the members as of the time of such admission. A member may transfer a member's interest in the Company with the consent of members owning a majority of the membership units as set forth in the Operating 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 an interest, approve the proposed transfer by unanimous written consent in accordance with the Company's Operating Regulations.

#### ARTICLE VII TERMINATION OF EXISTENCE AND MEMBERS' RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

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ARTICLE VIII  
MANAGEMENT

The Company shall be managed by a manager in accordance with the Company's Operating Regulations adopted by the manager for the management of the business and affairs of the Company. These Operating Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager(s) of the Company is:

NAME

ADDRESS

BAMBOO DEVELOPMENT, INC.

7093 S. Tamiami Trail  
Sarasota, Florida 34231

FG1381

ARTICLE IX  
VOTING

On each matter on which the membership interest is entitled to vote, a member will have one (1) vote for each membership unit and a fraction of one (1) vote for any fraction of one (1) membership unit owned by a member. A membership unit shall be issued by the Company for each One Dollar (\$1.00) of gross asset value contributed to the Company reduced by any liabilities assumed by the Company or secured by such assets contributed to the Company as determined by the managers. The managers may issue units of different classes and provide that the holders of any class be entitled to elect persons to serve as managers to represent such class.

Cumulative voting is not allowed. Pre-emptive rights do not exist.

ARTICLE X  
AMENDMENT

The Articles of Organization may be amended from time to time by unanimous vote of the members of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these  
Articles of Organization at Sarasota, Florida on this 11th day of June, 1998.

BAMBOO DEVELOPMENT, INC.

By: 


GARY ROBERTS, President  
Organizer


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98 JUN 23 AM 8:39  
VERBAK DEVELOPMENT

OF SARASOTA, L.C., deposes and says:

- By:   
GARY ROBERTS, President  
Affiant  
Dated: June 11, 1998

 LEIGH M. ALLEY  
MY COMMISSION # CC 714254  
EXPIRES: March 15, 2002  
1-800-3-NOTARY Fla. Notary Service & Bonding Co.

th day of June, 1998, by  
Leigh M. Olney  
Notary Public – State of Florida

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**CERTIFICATE OF DESIGNATION OF PAUL D. BEITLICH  
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW 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: SILVER OAK DEVELOPMENT, OF SARASOTA, L.C.
2. The name and address of the registered agent and office is:

PAUL D. BEITLICH  
(Name)

2033 Main Street, Suite 101  
(P.O. Box not acceptable)

Sarasota, Florida 34237  
(City/State/Zip)

*Having been named as 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 as registered agent.*

  
(Signature)

6-10-98  
(Date)