

L98000000984

07/07/98 11:48 FAX 8413324494

Henderson, Frank

001/007

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 1:24

7/07/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:24 AM

((H98000012527 1)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 075410002172
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121 FAX #: (941)332-4494

NAME: MONTERRA AT BONITA SPRINGS, L.C.
AUDIT NUMBER.....H98000012527
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF
THE DOCUMENT

* ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

RECEIVED
98 JUL -7 PM 12:56
DIVISION OF CORPORATIONS

98-984

FAX AUDIT NO.: H98000012527

**ARTICLES OF ORGANIZATION
OF
MONTERRA AT BONITA SPRINGS, L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 1:24

There is hereby formed a limited liability company under the Florida Limited Liability Company Act with the Articles of Organization of such limited liability company being the following:

ARTICLE I. NAME

The name of the limited liability company shall be MONTERRA AT BONITA SPRINGS, L.C.

ARTICLE II. DURATION

The Company shall terminate thirty years from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE III. PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE IV. ADDRESS

The mailing address and street address of the principal office of the Company is 9170 Bonita Beach Road, Suite 200, Bonita Springs, Florida 34135.

Prepared by:
Theresa M. Kolish, Esquire
Florida Bar No.: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.: H98000012527

FAX AUDIT NO.: H98000012527

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL - 7 PM 1:24**ARTICLE V. REGISTERED AGENT**

The name and address of the registered agent in Florida is:

DAVID J. ESOLDI
9170 Bonita Beach Road, Suite 200
Bonita Springs, Florida 34135

ARTICLE VI. RESTRICTIONS ON TRANSFER

No additional Members shall be admitted, except with the unanimous written consent of the Members. No interest of a Member may be transferred except as provided in the Company's operating agreement and regulations. No successor in interest of any Member shall be admitted except by the unanimous written consent of the Members which may be granted or withheld at the sole discretion of each Member, with or without reason. Neither additional Members or successors in interest of Members, shall be entitled to participate in management of the Company or a right to vote except by the additional unanimous written consent of the Members, which may be granted or withheld at the sole discretion of each Member, with or without reason. The rights of a successor in interest of a Member, not granted management rights, shall be limited solely to receipt of distributions when and if made attributable to the share held by the successor in interest.

ARTICLE VII. RIGHT OF CONTINUATION

The remaining Members shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member (or the occurrence of any other event which terminates the continued membership of a Member), but only upon the unanimous consent of all Members, and additionally as set forth in the Company's operating agreement and regulations.

ARTICLE VIII. MANAGEMENT

Management of the Company is reserved to the Members, and each Member shall act as a Managing Member. The names and addresses of the Managing Members are:

DAVID J. ESOLDI
9170 Bonita Beach Road, Suite 200
Bonita Springs, Florida 34135

ALLEN WEINGARTEN
4 Ethel Road, Suite 405A

FAX AUDIT NO.: H98000012527

FAX AUDIT NO.: H98000012527

Edison, New Jersey 08817

DAN SAWICKI
P.O. Box 1667
Linden, New Jersey 07036

JOSEPH MOSCATO
2200 Southwest Sandhurst Way
Palm City, FL 34990

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 1:24

ARTICLE IX. INDEMNIFICATION

- (1) The Company shall indemnify an individual or entity made a party to a proceeding because he or it is or was a Member, officer, organizer, employee or agent of the Company, or a Member, against liability incurred in the proceeding, to the fullest extent permitted by Florida law.
- (2) The Company shall pay for or reimburse the reasonable expenses incurred by a Member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceedings, to the fullest extent provided by Florida law. Each individual receiving such advance reimbursement shall furnish the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct. The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.
- (3) The indemnification and advance of expenses authorized herein shall not be exclusive of any other rights to which any Member, officer, organizer, employee or agency may be entitled under any regulation, agreement, vote of disinterested Members or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.
- (4) In addition to the foregoing, the Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for any time expenditures required of them in pursuit of the defense against any liability arising on account of

FAX AUDIT NO.: H98000012527

acting as organizers or arising on account of enforcing the indemnification right hereunder, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

ARTICLE X. REGULATIONS

The management and regulation of the affairs of the Company, and the relationships of the Members shall be as set forth in agreed operating agreement and regulations adopted by the Members, to the extent not inconsistent with these Articles and the law.

ARTICLE XI. CONTRIBUTIONS

The Members are contributing in the aggregate One Thousand Dollars (\$1000.00) to the capital of the Company. No additional contributions to the capital of the Company are to be made by the Members, except as may be unanimously agreed upon by the Members in accordance the operating agreement and regulations.

In Affirmation Whereof, and under penalty of perjury, the undersigned have executed these Articles of Organization as Members on the date noted below.

MEMBERS:Dated: June 15, 1998

David J. Esoldi
DAVID J. ESOLDI

Dated: 6-23-1998

Allen Weingarten
ALLEN WEINGARTEN

Dated: 6/22/98

Dan Sawicki
DAN SAWICKI

Dated: June 16, 1998

Joseph Moscato
JOSEPH MOSCATO

FAX AUDIT NO.: H98000012527

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 1:24

FAX AUDIT NO.: H98000012527

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL - 7 PM 1:24**ACKNOWLEDGMENT BY REGISTERED AGENT**

DAVID J. ESOLDI, of MONTERRA AT BONITA SPRINGS, L.C., having been appointed in the Articles of Organization as Registered Agent for the above-named Company at the address designated herein, being familiar with the obligations of that position, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Limited Liability Company Act.



DAVID J. ESOLDIDated: JUNE 15, 1998

FAX AUDIT NO.: H98000012527

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

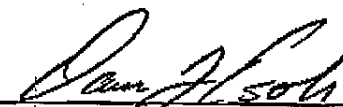
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a notary public, personally appeared DAVID J. ESOLDI who being first duly sworn, deposes and says as follows:

1. The Affiant is a member of MONTERRA AT BONITA SPRINGS, L.C., a Florida Limited Liability Company in the process of formation.
2. The said Limited Liability Company has at least two members.
3. The total amount of cash contributed by the members is \$1,000.00.
4. The agreed value of property other than cash contributed by the members is \$0.
5. The amount of anticipated cash and property to be contributed by the members is \$1,000.00. This total includes the amounts from 3 and 4 above.

Further affiant sayeth naught.

Dated this 15 day of June, 1998.



DAVID J. ESOLDI

SWORN TO and subscribed before me this 15 day of JUNE, 1998, by DAVID J. ESOLDI, ☒ who is personally known to me or ☐ who has produced _____ as identification.



David Esoldi
MY COMMISSION # CC26946 EXPIRES
January 21, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires:

Notary Public Signature
David Esoldi
Notary Public Name (Printed/Typed)

FAX AUDIT NO.: H98000012527

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 1:24