



**THE UNITED STATES  
CORPORATION**  
COMPANY

# L98000001307

ACCOUNT NO. : 072100000032

REFERENCE : 911975 81823A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 285.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 31 1998  
JUL 31 1998

ORDER DATE : July 31, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 911975-005

CUSTOMER NO: 81823A

CUSTOMER: Ms. Mary Jean Navaretta  
STEPHEN NAVARETTA, ESQ

(5)

Suite 203  
1100 Sw St. Lucie West Blvd  
Port St. Lucie, FL 34986

700002604377--1

DOMESTIC FILING

NAME: VILLA HOMES & INVESTMENTS,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

*My*

*7/31/98*

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FILED  
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DIVISION OF CORPORATIONS  
JUL 31 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 3, 1998

STACY EARNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: VILLA HOMES & INVESTMENTS, L.L.C.  
Ref. Number: W98000017520

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for VILLA HOMES & INVESTMENTS, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The affidavit must list THREE MONEY AMOUNTS. Right now, it lists 2. 1st states the amount of cash that has been contributed, and the amount of property that has been contributed.

But it must also state the TOTAL ANTICIPATED AMOUNT OF CASH AND PROPERTY CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE MEMBERS.

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: 098A00040464

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 31 PM 12:54

RECEIVED  
98 AUG -3 PM 3:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION**

**OF**

**VILLA HOMES & INVESTMENTS, L.L.C.**

COME NOW, the undersigned hereby and state the following  
Article of Organization of VILLA HOMES & INVESTMENTS, L.L.C., as  
follows: --

**ARTICLE I**

**NAME**

A. The name of the limited liability company shall be:

**VILLA HOMES & INVESTMENTS, L.L.C.**

**ARTICLE II**

**DURATION**

B. The duration of the limited liability company shall be  
perpetual, or until dissolved in a manner provided by law, or as  
provided in the regulations adopted by the members.

**ARTICLE III**

**PRINCIPAL PLACE OF BUSINESS**

C. The mailing address and the street address of the  
principal office of the limited liability company is 3351 S.E.  
River Vista Drive, Port St. Lucie, Florida 34952.

**ARTICLE IV**

**MANAGEMENT**

This limited liability company shall be managed by the  
members. The members are Olindo D'Alessandro and Christina  
D'Alessandro whose address is 17909 Gardenia, Clinton Township,  
MI 48036.

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98 JUL 31 PM 12:54

FILED  
SECRETARY OF STATE  
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98 JUL 31 PM 12:54ARTICLE V

## INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company is Stephen Navaretta, Attorney at Law, 1100 S.W. St. Lucie West Boulevard, Suite 203, Port St. Lucie, Florida 34986.

ARTICLE VI

## RESTRICTIONS ON MEMBERSHIP

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.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminated the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The remaining members of the limited liability company may continue the business 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 in the limited liability company.

FILED  
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DIVISION OF CORPORATIONS  
98 JUL 31 PM 12:54ARTICLE VIIAMENDMENT

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.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of VILLA HOMES & INVESTMENTS, L.L.C.

Executed by the undersigned in Clinton Township, Michigan, on the 27th day of July, 1998.


  
Olindo D'Alessandro

  
Christina D'Alessandro

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Organization, I, STEPHEN NAVARETTA, ESQ., hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated, this 30 day of July, 1998.

  
STEPHEN NAVARETTA, ESQ.

STATE OF MICHIGAN

COUNTY OF Macomb

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JUL 28 PM 12:14

COMES NOW, OLINDO D'ALESSANDRO and CHRISTINA D'ALESSANDRO and upon oath duly given depose and say:

1. VILLA HOMES & INVESTMENTS, L.L.C. has at least two (2) members. Affiants are the members of VILLA HOMES & INVESTMENTS L.L.C.
2. The cash contribution of the members to the Limited Liability Company is \$300,000.00.
3. No property other than cash is being contributed to the Limited Liability Company.

DATED this 27<sup>th</sup> day of July, 1998.

4. The total amount of cash and property is \$300,000.00.

Olindo D'Alessandro  
Olindo D'Alessandro

Christina D'Alessandro  
Christina D'Alessandro

SWORN TO and SUBSCRIBED before me, this 27<sup>th</sup> day of July, 1998, by OLINDO D'ALESSANDRO and CHRISTINA D'ALESSANDRO, who are personally known to me and who did take an oath.

(NOTARY SEAL)

JOYCE CUNNINGHAM  
Notary Public, Macomb County, MI  
My Commission Expires Mar. 23, 2002  
Notary Public  
STATE OF MICHIGAN  
My Commission Expires: \_\_\_\_\_

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#### ARTICLES OF ORGANIZATION

OF

VILLA HOMES & INVESTMENTS, L.L.C.

COME NOW, the undersigned hereby and state the following Article of Organization of VILLA HOMES & INVESTMENTS, L.L.C., as follows:

#### ARTICLE I

##### NAME

A. The name of the limited liability company shall be: