

Aug-21-98 10:00 A Daniel Hicks, P.A.

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FLORIDA DIVISION OF CORPORATIONS

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FROM: DANIEL HICKS, P.A.  
075061003325

ACCT#:

CONTACT: SHEILA HOWARD  
PHONE: (352) 351-3353

FAX #:

(352) 351-8054

NAME: SUMMERFIELDS, L.C.

AUDIT NUMBER.....H98000015538

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 24, 1998

DANIEL HICKS, P.A.  
SHEILA HOWARD

SUBJECT: SUMMERFIELDS, L.C.  
REF: W98000019205

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please state the amount of property that has already been contributed. If no property has been contributed, please put "zero" or "none".

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) 487-6967.

Michelle Hodges  
Document Specialist

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ARTICLES OF ORGANIZATION  
OF  
SUMMERFIELDS, L.C.

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

ARTICLE I  
NAME

The name of the limited liability company shall be Summerfields, L.C. ("Company"). The principal place of business of the Company in Florida shall be 2100 SE 17th Street, Suite 204, Ocala, Florida 34471. *The mailing address is the same.*

ARTICLE II  
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 21, 2027, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III  
PURPOSES AND POWERS

The general purpose for which the Company is organized is to manage other business entities and to acquire, own, develop and manage commercial real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is William W. Curtis, 2100 SE 17th Street, Suite 204, Ocala, Florida 34471.

ARTICLE V  
CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

Daniel Hicks, P.A.  
421 S. Pine Avenue  
Ocala, FL 34474  
352-351-3353  
FL Bar # 0145139

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	<u>NAME</u>	<u>CAPITAL CONTRIBUTION/ %</u>
1.	The Curtis Family Partnership, L.P., a Delaware Limited Partnership	\$255.00/51%
2.	Richard Boule	\$245.00/49%

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ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company as such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

ARTICLE VII  
ADMISSION OF NEW MEMBERS (TRANSFERABILITY  
OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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 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.

ARTICLE VIII  
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

ARTICLE IX  
MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the manager of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
William W. Curtis	2100 SE 17th Street, Suite 204 Ocala, Florida 34471

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Ocala, Florida, for the foregoing uses and purposes this 31 day of July, 1998.

THE CURTIS FAMILY PARTNERSHIP, L.P.,  
a Delaware Limited Partnership

By: [Signature]  
William W. Curtis, its General  
Partner

[Signature]  
Richard Boule

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STATE OF FLORIDA  
COUNTY OF MARION

Before me personally appeared WILLIAM W. CURTIS, as General Partner of The Curtis Family Partnership, L.P., a Delaware Limited Partnership, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 31 day of July, 1998.

[Signature]  
Notary Public

My Commission Expires



Diane Barge  
MY COMMISSION # CC681480 EXPIRES  
September 17, 2001  
BONDED THRU TROY FAYN INSURANCE INC.

STATE OF FLORIDA  
COUNTY OF MARION

Before me personally appeared RICHARD BOULE, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 31 day of July, 1998.

[Signature]  
Notary Public



Diane Barge  
MY COMMISSION # CC681480 EXPIRES  
September 17, 2001  
BONDED THRU TROY FAYN INSURANCE INC.

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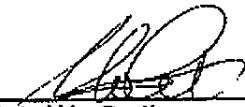
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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

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 Summerfields, L.C.
2. The name and address of the registered agent and office is: William W. Curtis, 2100 SE 17th Street, Suite 204, Ocala, Florida 34471.

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 of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
William W. Curtis

July 31, 1998.


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## ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept services of process for the above -stated limited liability company at the place designated in this statement, 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 obligation of my position as registered agent.

  
William W. Curtis

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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Summerfields, 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:
  1. The Curtis Family Partnership, L.P., a Delaware Limited Partnership \$255.00
  2. Richard Boule \$245.00
- 3) There has been no property contributed at this time.
- 4) The total amount of cash and/or value of any property anticipated to be contributed by member(s) is \$500. This total includes amounts from 2) above.

The Curtis Family Partnership, L.P., a Delaware Limited Partnership

By:   
William W. Curtis, its General Partner

  
Richard Boule

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