

L98000001756

BULL AND ASSOCIATES, P.A.  
ATTORNEYS AND COUNSELORS AT LAW

STEPHEN M. BULL  
MARIO ROMERO  
WILEY S. BOSTON

Telephone (407) 843-5291  
Telecopier (407) 843-4920

111 NORTH ORANGE AVENUE  
SUITE 1700  
ORLANDO, FLORIDA 32801

August 31, 1998

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

700002632417--1  
-09/04/98--01088--014  
\*\*\*\*285.00 \*\*\*\*285.00

Re: CPH Constructors, LLC.  
B&A File No. 244-004

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization of CPH Constructors, LLC., and the Certificate Designating Registered Agent for Service of Process Within This State, which we are submitting for filing as a matter of record with the Department of State.

Also enclosed please find a check made payable to the Department of State in the amount of \$285.00 for payment of the required fees for filing these Articles and Designation of the Registered Agent pursuant to Chapter 607, Florida Statutes.

Please file these documents immediately. Your prompt assistance in this regard will be greatly appreciated.

Very truly yours,

  
Mario Romero

98 SEP -4 AM 11:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	alalq8
Availability	dec
Document Examiner	MR/bg DCC
Enclosures	
U:\WPDOCS\244004\Dept State-ltr	
Sender	
Acknowledgement	DCC
W. P. Verifier	DCC

L98000001756

**ARTICLES OF ORGANIZATION  
OF  
CPH CONSTRUCTORS, LLC.**

98 SEP -4 AM 11:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the limited liability company is CPH CONSTRUCTORS, LLC. The principal and mailing address of the company is 500 West Fulton Street, Sanford, Florida 32772.

**ARTICLE II - COMMENCEMENT AND TERMINATION**

The limited liability company is to commence its existence on the date the Articles of Organization are filed with the Florida Department of State and these Articles of Organization shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - PURPOSE**

The limited liability company is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the United States of America.

**ARTICLE IV - RIGHT TO CONTINUE LIMITED LIABILITY COMPANY**

The members of the limited liability company have the right to continue on with the business even if a member has died, retired, resigned or the occurrence of any other event which

terminates the continued membership of that member in the limited liability company.

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

The initial registered office of this limited liability company shall be 111 North Orange Avenue, Suite 1700, Orlando, Florida 32801, and the initial registered agent of this limited liability company at such office shall be Stephen M. Bull, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VI - MANAGING MEMBERS**

The limited liability company is to be managed by managing members. The names and addresses of the managing members are:

Paul E. Porter  
c/o Conklin Porter and Holmes Engineers, Inc.  
500 West Fulton Street  
Sanford, Florida 32772

William R. Holmes  
c/o Conklin Porter and Holmes Engineers, Inc.  
1117 E. Robinson Street  
Suite C  
Orlando, Florida 32801

David A. Gierach  
c/o Conklin Porter and Holmes Engineers, Inc.  
500 West Fulton Street  
Sanford, Florida 32772

Kamran Khosravani  
c/o Conklin Porter and Holmes Engineers, Inc.  
500 West Fulton Street  
Sanford, Florida 32772

**FILED**  
98 SEP -4 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Linda M. Gardner  
c/o Conklin Porter and Holmes Engineers, Inc.  
500 West Fulton Street  
Sanford, Florida 32772

David A. Terwilleger  
c/o Conklin Porter and Holmes Engineers, Inc.  
500 West Fulton Street  
Sanford, Florida 32772

98 SEP -4 AM 11:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VII - INDEMNIFICATION**

The liability of the members of the limited liability company for money damages shall be eliminated to the fullest extent permissible under Florida law. This limited liability company is authorized to provide indemnification of managing members and members for breach of duty to the limited liability company through the Operating Agreement and/or By-law provisions or through agreements with managing members, members, employees or agents, or both Operating Agreement, and/or By-laws and agreements, in excess of the indemnification specifically allowed by Florida laws, subject to any limitations on indemnifications under the Florida law which cannot be waived.

#### **ARTICLE VIII - RIGHT TO ADMIT ADDITIONAL MEMBERS**

The right to admit additional members will be allowed as specified in the provisions of the Operating Agreement and/or By-laws.



Paul E. Porter, Managing Member

STATE OF FLORIDA  
COUNTY OF Seminole

BEFORE ME, the undersigned authority, personally appeared Paul E. Porter, to me known to be the person who executed the foregoing Articles of Organization.

WITNESS my hand and seal this 28th day of August, 1998.



DIANA G. GREENE  
COMMISSION # CC767446  
EXPIRES AUG 16, 2002  
BONDED THROUGH  
ADVANTAGE BONDING

NOTARY PUBLIC

My commission expires:

FILED  
98 SEP -4 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

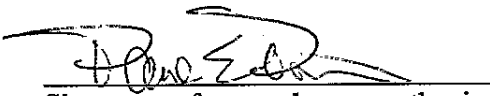
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF Florida  
COUNTY OF Seminole

The undersigned member or authorized representative of a member of CPH Constructors, LLC. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$ 5,500.00.
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 \$ 5,500.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NOT.

  
 \_\_\_\_\_  
 Signature of a member or authorized representative of a member.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 SEP -4 AM 11: 20

FILED

Before me, the undersigned, a Notary Public in and for said county and state, on this day personally appeared Paul E. Porter and who acknowledged to me that he/she executed the same for the purposes and consideration therein expressed.

Sworn to and subscribed before me this 28th day of August 1998.

  
 \_\_\_\_\_  
 Notary Public/State of Florida

DIANA G. GREENE  
 \_\_\_\_\_  
 Type, Print or Stamp Name of Notary Public

Personally Known  
 Type of Identification  
 U:\WPDOCS\... Affidavit  
 DIANA G. GREENE  
 COMMISSION # CC767446  
 EXPIRES AUG 16, 2002  
 BONDED THROUGH  
 ADVANTAGE NOTARY

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said act:

CPH Constructors, LLC., in desiring to organize as a Limited Liability Company under the laws of the State of Florida with its registered office at 111 North Orange Avenue, Suite 1700, Orlando, Florida, 32801, has named Stephen M. Bull, located at the above registered office, as its registered agent to accept service of process within the state.

**Acknowledgement:**

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By:   
Registered Agent

Date: 8/31/99

U:\WPDOCS\244\004\DESIGNAT.RA

**FILED**  
98 SEP -4 AM 11: 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA