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ACCOUNT NO. : 072100000032

REFERENCE : 977644 4381472

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Piggitt

FILED
98 SEP 29 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 29, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 977644-005

CUSTOMER NO: 4381472

CUSTOMER: Helen Ford, Legal Asst
BROAD AND CASSEL

800002651288--1

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

CM

DOMESTIC FILING

NAME: GROVEWAY DEVELOPMENT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

RECEIVED
98 SEP 29 AM 11:25
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

OF

GroveWay Development, L.C.

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93 SEP 29 PM 2:06
TALLAHASSEE, FLORIDA

The undersigned (the "Members") acting as the organizers of GroveWay Development, L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is GroveWay Development, L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 2055 Trade Center Way, Naples, Florida 34109.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the names and addresses of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
G. Stuart Wood	25099 Pinewater Cove Lane Bonita Springs, FL 34134
Jeffrey J. Cotter	90 Minnehaha Circle Maitland, FL 32751

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of central Florida, Inc., and the street address of the Company's registered agent is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Shares:

The Company is authorized to issue both voting and nonvoting shares of common stock, par value \$.01 per share. All common stock shall be identical in all respects except the nonvoting common stock shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting common stock.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Organization as of this 28th day of September, 1998.

By: 

Jeffrey J. Cotter, Incorporator

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CLERK OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, Jeffrey J. Cotter, Incorporator, Affiant herein, hereby duly sworn, deposited and states:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$380,000.00.
3. The agreed value of property other than cash contributed by the members is zero. There is no other property anticipated to be contributed by the members at this time.
4. The total amount of cash or property anticipated to be contributed by the members is \$380,000.00. This total includes amounts from 2 and 3 above.

Further Affiant Sayeth Naught.

By: 
Jeffrey J. Cotter, Incorporator

The foregoing instrument was acknowledged before me this 28th day of September, 1998, by Jeffrey J. Cotter, Incorporator, and who is personally known to me.


(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Florida
Commission No.:
My commission expires:



**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 GroveWay Development, LLC
2. The name and address of the registered agent and their office is:

B&C Corporate Services of Central Florida, Inc.
390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

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TALLAHASSEE, FLORIDA

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, The undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accept the obligations of its position as registered agent.

B&C Corporate Services of Central Florida,
Inc.

By: Helen Brock Ford
Helen Brock Ford, Vice President

Dated this 28th day of September, 1998.