

L980000002738

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Riverwalk Land Company,  
LLC.

100002689091--2  
-11/17/98--01031--007  
\*\*\*\*285.00 \*\*\*\*285.00

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Name	MAK
Availability	MAK
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Acknowledgement	MAK
P. Verifier	MAK

W98-25860

Signature

Requested by: CEJ

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File	_____
LTD Partnership File	_____
Foreign Corp. File	_____
L.C. File	_____
Fictitious Name File	_____
Trade/Service Mark	_____
Merger File	_____
Art. of Amend. File	_____
RA Resignation	_____
Dissolution / Withdrawal	_____
Annual Report / Reinstatement	_____
Cert. Copy	_____
Photo Copy	_____
Certificate of Good Standing	_____
Certificate of Status	_____
Certificate of Fictitious Name	_____
Corp Record Search	_____
Officer Search	_____
Fictitious Search	_____
Fictitious Owner Search	_____
Vehicle Search	_____
Driving Record	_____
UCC 1 or 3 File	_____
UCC 11 Search	_____
UCC 11 Retrieval	_____
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 17, 1998

CAPITAL CONNECTION

SUBJECT: RIVERWALK LAND COMPANY, L.L.C.  
Ref. Number: W98000025860

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F.I.F.O.  
SECRETARY OF STATE  
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We have received your document for RIVERWALK LAND COMPANY, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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

Letter Number: 398A00055228

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Corrected

**ARTICLES OF ORGANIZATION**  
**OF**  
**RIVERWALK LAND Holdings, L.L.C.**

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

**I. NAME.** The name of the limited liability company shall be: **Riverwalk Land Holdings, L.L.C. ("Company")**

**II. ADDRESS.** The street address of the principal office of the Company shall be 731 Park Ridge Circle, Port Orange, Florida 32127. The mailing address of the company shall be P.O. Box 291373, Port Orange, Florida 32129-1373.

**III. DURATION.** The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2009, unless the Company is earlier dissolved as provided in these Articles of Organization.

**IV. REGISTERED OFFICE AND AGENT.** The name of the registered agent of the Company in the State of Florida is Stephen G. Martin, and the street address of the registered office of the Company is 1265 W. Granada Blvd., Suite 1, Ormond Beach, Florida 32174.

**V. CAPITAL CONTRIBUTIONS.** The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

**VI. ADDITIONAL CAPITAL CONTRIBUTIONS.** Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

**VII. ADMISSION OF NEW MEMBERS.** No additional members shall be admitted to the Company without the written consent of a super majority of 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 its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the required super majority of the members of the Company, other than the member proposing to dispose of his or its interest, approves of the proposed transfer by written consent. For purposes of this Article VII, super majority means not less than seventy-five percent (75%) of the Company's membership interests eligible to vote at a membership meeting.

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**VIII. TERMINATION OF EXISTENCE.** The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company. However, the business of the Company may be continued by the consent of all the remaining members.

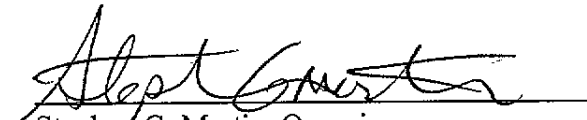
**IX. MANAGEMENT.** The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are as follows:

Martin Properties, Inc.                      731 Park Ridge Circle, Port Orange, Florida 32127.

Dale E. Martin                              2801 S. Nova Road, South Daytona, Florida 32119.

Martin K. Dineen                           12 Sandcastle Drive, Ormond Beach, Florida 32176.

**IN WITNESS WHEREOF**, the undersigned organizer has executed these Articles of Organization on this 16<sup>th</sup> day of November, 1998.

  
Stephen G. Martin, Organizer

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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, organized under the laws of the State of Florida, submits the following Statement Designating Its Registered Office/Registered Agent in the State of Florida.

1. The name of the limited liability company is **Riverwalk Land Holdings, L.L.C.**
2. The name and address of the registered agent and office are:

Stephen G. Martin  
1265 W. Granada Blvd., Suite 1  
Ormond Beach, Florida 32174

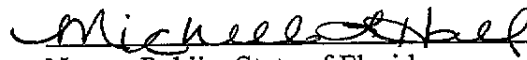
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Dated: November 16<sup>th</sup>, 1998

  
\_\_\_\_\_  
Stephen G. Martin  
Member/Registered Agent

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing was acknowledged before me, this 16<sup>th</sup> day of November, 1998, by **Stephen G. Martin**, who is personally known to me, as registered agent for **Riverwalk Land Holdings, L.L.C.** a Florida limited liability company.

  
\_\_\_\_\_  
Notary Public, State of Florida



Michelle L. Hall  
MY COMMISSION # CC718775 EXPIRES  
February 22, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

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Exhibit "A"

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of **Riverwalk Land Holdings, L.L.C.** deposes and says:

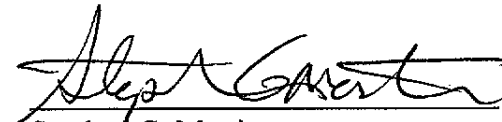
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by each member is as follows:

<u>Member</u>	<u>Cash</u>
Martin Properties, Inc.	\$ 000.00
Dale E. Martin	\$20,000.00
Martin K. Dineen	\$20,000.00
Total Cash:	<u>\$40,000.00</u>

3. No property other than cash has been contributed by any member(s).
4. The total amount of cash or property anticipated to be contributed by members(s) is Forty Thousand Dollars (\$40,000.00) which total includes amounts from 2 and 3 above.

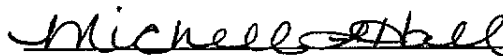
THE AFFIANT SAYS NOTHING FURTHER.

Dated: November 16th, 1998

  
Stephen G. Martin,  
President of Martin Properties, Inc.,  
Member

STATE OF FLORIDA  
COUNTY OF VOLUSIA

SWORN TO AND SUBSCRIBED before me this 16th day of November, 1998, by **Stephen G. Martin**, President of Martin Properties, Inc., a member of **Riverwalk Land Holdings, L.L.C.**, a Florida limited liability company, and who is personally known to me.

  
Notary Public, State of Florida



Michelle L. Hall  
MY COMMISSION # CC718775 EXPIRES  
February 22, 2002  
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