

L98000002993
DENNIS KNOX BAYER

— Attorney at Law —

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November 19, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

600002693186--9
-11/23/98--01011--007
*****285.00 *****285.00

Re: The Arbors Development Group, L.L.C.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Organization of The Arbors Development Group, L.L.C., together with our check in the amount of \$285.00 payable to the Secretary of State. Please file the enclosed Articles as soon as possible.

Thank you for your prompt attention to this matter.

Sincerely,

Dennis K. Bayer
Dennis K. Bayer

CM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DKB:sk

Susan w/D.K. Bayer office
AUTHORIZATION BY P.K.
CORRECT Affidavit
DATE 12-3-98
DOC. EXAM. C. Mitchell

ARTICLES OF ORGANIZATION
OF
THE ARBORS DEVELOPMENT GROUP, L.L.C.
A Florida Limited Liability Company

ARTICLE 1

NAME

The name of this Limited Liability Company is THE ARBORS DEVELOPMENT GROUP, L.L.C.

ARTICLE 2

DURATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

ARTICLE 3

PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address and street address of the principal office of the limited liability company is 171 E. Granada Boulevard, Ormond Beach, Florida 32176. The name and address of the registered agent of the limited liability company is Dennis K. Bayer, Esq., P. O. Box 1505, 306 South

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TALLAHASSEE, FLORIDA

Oceanshore Boulevard, Flagler Beach, Florida 32136.

ARTICLE 4

MANAGEMENT

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

John Green
3142 Pt. White Drive
Bainbridge Island, Washington 98110

Doug Piatt
2084 N. Central Avenue
Flagler Beach, Florida 32136

The Arbors L.L.C.
1420 N.W. Gillman Boulevard, #2789
Issaquah, Washington 98027-7001

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TALLAHASSEE, FLORIDA

ARTICLE 5

CONTINUATION OF BUSINESS

Upon the death, bankruptcy, retirement, resignation or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within 90 days after the occurrence of the event of dissociation, the members, by a majority in interest vote, consent in writing to the continuation of the business.

ARTICLE 6

ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member without the consent of the members. If such person is admitted, he or she shall be subject to the obligations and limitations in the Regulations and Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned members do hereby execute and acknowledge these articles of organization this 16 day of November, 1998


DOUGLAS PLATT


JOHN GREEN

THE ARBORS, L.L.C.

By: 

Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE

I hereby accept the above designation as Registered Agent of THE ARBORS
DEVELOPMENT GROUP, L.L.C.


DENNIS K. BAYER

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of THE ARBORS DEVELOPMENT GROUP, L.L.C. deposes
and says:

The above named limited liability company has three members;

1. The total amount of cash contributed by the members is \$ 30,000 ;
2. If any, the agreed net fair market value of property other than cash contributed by members is \$ - 0 - . A description of the property is attached and made a part hereto.
3. The total amount of cash or property anticipated to be contributed by members is \$ 30,000 . This total includes amounts from items 2 and 3 above.



DOUGLAS PLATT

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TALLAHASSEE, FLORIDA