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December 7, 1998

Florida Department of State
Limited Liability Filing Section
Post Office Box 6327
Tallahassee, Florida 32314


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***337.50 ***337.50

Re: Stonewood, L.C.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Organization of Stonewood, L.C. Our firm's check in the amount of \$337.50 is enclosed representing the filing fee for said articles. Please return to the undersigned a filed certified copy of the enclosed articles at your earliest convenience.

Sincerely,


Helen Brock Ford
Paralegal

/hbf
Enclosures

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TALLAHASSEE, FLORIDA

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Name	AL/2-11
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. V. i.	

ARTICLES OF ORGANIZATION

OF

STONEWOOD, L.C.

The undersigned (the "Members") acting as the organizers of STONEWOOD, 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 STONEWOOD, L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 1218 Park Avenue North, Winter Park, Florida 32789.

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>
R. Charles Curry, Jr.	1218 Park Avenue North Winter Park, FL 32789
Susan L. Curry	1218 Park Avenue North Winter Park, FL 32789

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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 R. Charles Curry, Jr., Incorporator, and the street address of the Company's registered agent is 1218 Park Avenue North, Winter Park, Florida 32789. 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 the 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 incorporates these Articles of Organization as of this 30th day of October, 1998.

By: R Charles Curry, Jr.
R. Charles Curry, Jr., Incorporator

By: Susan L. Curry
Susan L. Curry, Incorporator

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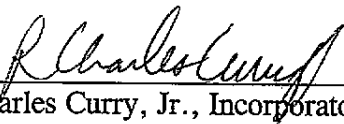
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

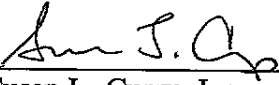
STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, R. Charles Curry, Jr. and Susan L. Curry, Incorporators, Affiant herein, hereby duly sworn, deposed 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 \$0.00.
3. The agreed value of property other than cash contributed by the members is \$300,000.00. 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 the members is \$300,000.00. This total includes amounts from 2 and 3 above.

Further Affiant Sayeth Naught.

By: 
R. Charles Curry, Jr., Incorporator

By: 
Susan L. Curry, Incorporator

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of October, 1998,
by R. Charles Curry, Jr. and Susan L. Curry, Incorporators, and who are personally known to
me.

Helen Brock Ford
(Signature of Notary Public)

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



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PROPERTY CONTRIBUTED BY THE MEMBERS

Unit No. B-1501 and the exclusive use to that limited common element described in the Declaration of Condominium as Garage No. E-58, which is an appurtenance to said unit, in accordance with and subject to the covenants, conditions, restrictions, terms and other provisions of the Declaration of Condominium of STONEWOOD TOWERS, A CONDOMINIUM, as recorded in Official Records Book 2237, Pages 2480 through 2565, inclusive, Public Records of Brevard County, Florida, as amended by Amendment recorded in Official Records Book 2237, pages 2566 through 2596, Public Records of Brevard County, Florida.

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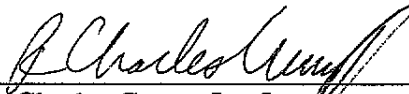
**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

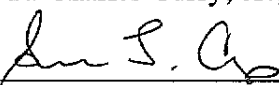
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is STONEWOOD, LC.
2. The name and address of the registered agent and his office is:

R. Charles Curry, Jr.
1218 Park Avenue North
Winter Park, Florida 32789

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.

By: 
R. Charles Curry, Jr., Incorporator

By: 
Susan L. Curry, Incorporator

Dated this 30th day of October, 1998.

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TALLAHASSEE, FLORIDA