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July 18, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****25.00 *****25.00

RE: ORLANDO 101 DEVELOPMENT ENTERPRISES, L.C.

To Whom it May Concern:

Enclosed please find the original and one copy of the Amended and Restated Articles of Organization for the above-referenced company. Please have the original Amended and Restated Articles filed on the same day you receive them if possible. I have enclosed a check in the amount of \$25.00 to cover the filing fee.

Please forward the certified copy of the Amended and Restated Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,



Richard D. Stoner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| | |
|----------------|--|
| Name | |
| Availability | |
| Phone | |
| Address | |
| City | |
| State | |
| Zip | |
| Signature | |
| W. P. Verifier | |

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

ORLANDO 101 DEVELOPMENT ENTERPRISES, L.C.

Pursuant to Section 608.411, Florida Statutes, the Articles of Organization of the above named Limited Liability Company, which were filed on March 12, 1999 and amended on December 2, 1999, are amended as follows:

1. Article IV is deleted in its entirety and replaced with the following:

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business and mailing address are: c/o Robin Leslie Webb, P.O. Box 2023, Winter Park, Florida 32792-2023. The registered office shall be 200 E. Robinson Street, Suite 500, Orlando, Florida 32801, and the registered agent at that address shall be Florida Corporate Support, Inc.

2. Article V is deleted in its entirety.
3. Article VI is deleted in its entirety and replaced with the following:

ARTICLE V

MANAGEMENT OF COMPANY

The Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Robin Leslie Webb
P.O. Box 2023
Winter Park, Florida 32792-2023

Joseph Munyiri Munene
Box 50101
Nairobi, Kenya

4. Article VII is renumbered as Article VI.
5. Article VIII is renumbered as Article VII.
6. Article IX is renumbered as Article VIII.
7. Article X is renumbered as Article IX.

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TALLAHASSEE, FLORIDA

8. Article XI is renumbered as Article X, and the words "as specified in Article VI" are deleted from the third sentence, and the words "pursuant to Article VI" are deleted from the fourth sentence.
9. Article XII is renumbered as Article XI.
10. Article XII is renumbered as Article XI.
11. Article XIII is renumbered as Article XII.
12. Article XIV is renumbered as Article XIII.
13. Article XV is renumbered as Article XIV.
14. Article XVI is renumbered as Article XV.
15. These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411, Florida Statutes. The Restated Articles of Organization and each such amendment made by the Restated Articles of Organization were approved by the members, and the number of votes cast for each amendment set forth above by the members was sufficient for approval.
16. The Articles of Organization and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Organization which accurately copy the entire text thereof and as amended above.

ARTICLE I

NAME

The name of this Limited Liability Company is ORLANDO 101 DEVELOPMENT ENTERPRISES, L.C.

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of 30 years commencing on March 11, 1999.

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of transacting the business of real

estate development, and in such other legal business as may be agreed on by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business and mailing address are: c/o Robin Webb, P. O. Box 2023, Winter Park, Florida 32792-2023. The registered office shall be 200 East Robinson Street, Suite 500, Orlando, Florida 32801, and the registered agent at that address shall be Florida Corporate Support, Inc.

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Robin Leslie Webb
P. O. Box 2023
Winter Park, Florida 32792-2023

Joseph Munyiri Munene
Box 50101
Nairobi, Kenya

ARTICLE VI

REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this company if decided by a two thirds majority vote.

ARTICLE VII

PROPERTY

Real or personal property originally bought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made in the name of the Limited Liability Company.

ARTICLE VIII

MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice at times and places selected by the members. Special meetings may be called by a majority in interest of all members after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice.

Minutes shall be kept of all regular and special meetings.

ARTICLE IX

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of the profits, other compensation or return of contributions to which the transferor otherwise would be entitled. Existing members shall be entitled to purchase the selling member's interest within the first five years from the Notice of Commencement at the original investment of said member. The above notwithstanding, Robin L. Webb must hold his shares with the company for a period of no less than 5 years from the date of starting construction. Robin L. Webb can only sell his shares to each of the remaining members of the company at the current value of the shares less the original value of the shares at the inception of the business. Webb's shares shall be purchased by the remaining members evenly.

ARTICLE X

PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his pro rata interest in the company. Losses shall be passed through to each member in the same proportion according to his voting power in the company.

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate shares.

ARTICLE XI

ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members.

ARTICLE XII

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

ARTICLE XIII

DISSOLUTION

a) **Causes of Dissolution.** This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members unanimously give their written consent to the continuance of the company:

1. Termination of the term of existence specified herein, provided it is less than thirty (30) years.
2. Withdrawal, retirement or expulsion of a member.
3. Death, disability or bankruptcy of a member.
4. Unanimous written consent of the members.

b) **Right to Continue Business.** The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) **Payment if Limited Liability Company is Continued.** If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited

Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution and to his subsequent capital contributions.

- e) **Winding Up and Liquidation.** On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- 1) Amounts owing to creditors other than members.
- 2) Amounts owing to members other than for capital and profits.
- 3) Amounts owing to members in respect to capital
- 4) Amounts owing to members in respect to profits.

ARTICLE XIV

NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XV

AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, I hereby set my hand and seal this 1st day of July, 2000.


Robin Leslie Webb, Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA