

L 99000003780

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
SUI JURIS  
1800 WEST HIBISCUS BOULEVARD  
POST OFFICE BOX 1870

MELBOURNE, FL 32902-1870

TELEPHONE (407) 727-8100  
FAX (407) 984-4122

J. CHARLES GRAY  
GORDON H. HARRIS  
RICHARD M. ROBINSON  
PHILLIP R. FINCH  
STEPHEN D. PRICE  
JAMES F. PAGE, JR.  
WILLIAM A. BOYLES  
THOMAS A. CLOUD  
BYRD F. MARSHALL, JR.  
J. MASON WILLIAMS, III  
LEO P. ROCK, JR.  
G. ROBERTSON DILG  
CHARLES W. SELL  
JACK A. KIRSCHENBAUM  
RICHARD E. BURKE  
GUY S. HAGGARD  
FREDERICK W. LEONHARDT  
BORRON J. OWEN, JR.  
MICHAEL K. WILSON  
JEFFREY D. KEINER  
PAUL S. QUINN, JR.  
DAVID L. SCHICK  
JEFF K. McMULLEN  
SUSAN T. SPRADLEY  
MICHAEL E. NEUKAMM  
DONALD A. NOHRR  
PHILIP F. NOHRR  
WILLIAM G. BOLTIN, III  
R. LEE BENNETT  
TRACY A. MARSHALL  
JOHN A. KIRST, JR.  
WILBUR E. BREWTON  
KENNETH J. PLANTE

MICHAEL E. WRIGHT  
WILLIAM A. GRIMM  
KENT L. JAPP  
DONALD H. GIBSON  
ALISON M. YURKO  
THEODORE L. SHINKLE  
JOHN M. BRENNAN  
SCOTT W. SPRADLEY  
KIMBERLY NOWORYTA SUNNER  
MICHAEL J. BITTMAN

BRUCE M. HARRIS  
R. DEAN CANNON, JR.  
FRANK A. HAMNER  
RICHARD A. RODGERS  
KELLY BREWTON PLANTE  
J. SCOTT SIMS  
CATHERINE M. PECK  
LORI T. MILVAIN  
MATTHEW S. SMITH  
CHRISTINE A. NOWORYTA  
W. CHRISTOPHER BROWDER  
MARTHA H. MCINTOSH  
LISA A. SPECHT  
GREGORY W. MEIER  
GREGORY W. GLASS  
WILLIAM J. DENIUS  
KURTIS T. BAUERLE  
DEREK E. BRUCE  
TROY A. KISHBAUGH

OF COUNSEL  
MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACKOWITZ  
LILA INGATE MCHENRY  
MICHAEL J. CANAN

June 23, 1999

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Pineda Development Company, L.L.C.  
Our File No. 95082-22

000002914220--5  
-06/24/99--01057--009  
\*\*\*\*293.75 \*\*\*\*293.75

Dear Sir/Madam:

L99-3780

In connection with the above matter, enclosed please find the following:

1. Original Articles of Organization of Pineda Development Company, L.L.C. to be filed with the State;
2. One copy of the Articles of Organization to be certified and returned to this office;
3. Check number 17527 in the amount of \$293.75 representing the following:
  - a. Filing fee - \$250.00;
  - b. Registered Agent Designation - \$35.00;
  - c. Certified copy of Articles - \$8.75.

Please file the Articles of Organization and return the certified copy to this office at the above address. Please do not hesitate to contact our office if there are any questions.

Very truly yours,

*Ronnie Vetter*  
Ronnie Vetter  
Secretary to Gregory W. Glass

FILED  
98 JUN 24 AM 9:41  
OFFICE OF THE  
CLERK OF THE  
STATE  
TALLAHASSEE  
FLORIDA

/rv  
encs.

**ARTICLES OF ORGANIZATION  
OF  
PINEDA DEVELOPMENT COMPANY, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the limited liability company shall be PINEDA DEVELOPMENT COMPANY, L.L.C., and its principal office shall be located at 914 Dixon Boulevard, Cocoa, Florida 32922, with mailing address being Post Office Box 3767, Cocoa, Florida 32924.

**ARTICLE II**

**PURPOSES AND POWERS**

The sole business and purpose of the limited liability company is to provide development services with respect to that certain real property located in Brevard County, Florida, as more particularly described on Exhibit A attached hereto and made a part hereof, as a single purpose entity and shall engage in no other business or own any other assets unless used in connection with the development of such property. In performing this purpose, the limited liability company shall have the power to enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department, and to perform and carry out, assign, cancel, or rescind any such contracts as they relate to the subject property.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLE III**

**EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in

99 JUN 24 AM 9:41  
SECRETARY OF STATE  
PAUL HASSEL FLOIDA

FILED

the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV**

**MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

RJP DEVELOPMENT COMPANY, a Florida corporation  
3115 Dixie Highway, N.E.  
Palm Bay, Florida 32905

896-81081

EKS, INC., a Florida corporation  
Post Office Box 3767  
Cocoa, Florida 32924

638215

**ARTICLE V**

**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of the limited liability company with the unanimous consent of the remaining members.

**ARTICLE VI**

**CAPITAL CONTRIBUTIONS**

Capital contributions in the total amount of 500.00 cash shall be paid to the limited liability company by the two members proportionally in accordance with their profit shares. Additional contributions will be made as required for investment purposes, as determined by unanimous

FILED  
JUN 24 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

consent of the members. Members will make contributions proportionately in accordance with their profit shares.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

RJP DEVELOPMENT COMPANY	50%
EKS, INC.	50%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commence of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Articles of Organization.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

RJP DEVELOPMENT COMPANY	50%
EKS, INC.	50%

## ARTICLE VIII

### DURATION

The limited liability company shall exist until December 31, 2039, or dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

FILED  
99 JUN 24 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1800 West Hibiscus Boulevard, Melbourne, Florida 32902 and the name of the company's initial registered agent at that address is Gregory W. Glass.

The undersigned being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PINEDA DEVELOPMENT COMPANY, L.L.C.

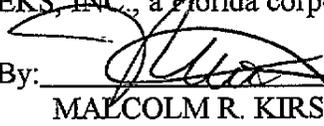
Executed by the undersigned at Brevard County, Florida on June 22, 1999.

RJP DEVELOPMENT COMPANY, a Florida corporation

By: 

ROY J. PENCE, President

EKS, INC., a Florida corporation

By: 

MALCOLM R. KIRSCHENBAUM, Vice President

**FILED**  
99 JUN 24 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

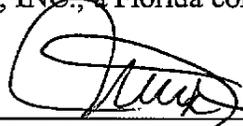
STATE OF FLORIDA

COUNTY OF BREVARD

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of PINEDA DEVELOPMENT COMPANY, L.L.C., deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is \$500.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ -0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 500.00. This total includes the amounts from 2 and 3 above.

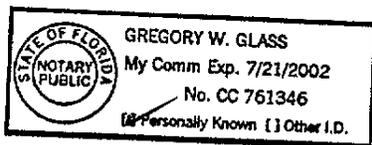
EKS, INC., a Florida corporation

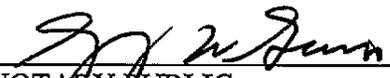
By:   
 MALCOLM R. KIRSCHENBAUM,  
 Vice President

STATE OF FLORIDA  
COUNTY OF

The foregoing was acknowledged before me this 17th day of June, 1999, by MALCOLM R. KIRSCHENBAUM, as Vice President of EKS, Inc., a Florida corporation (member or agent) on behalf of PINEDA DEVELOPMENT COMPANY, L.L.C., a limited liability company, who  is personally known to me or  produced

\_\_\_\_\_ as identification.



  
 NOTARY PUBLIC  
 My Commission Expires:

FILED  
 99 JUN 24 AM 9:42  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

STATE OF FLORIDA )  
 )  
COUNTY OF BREVARD)

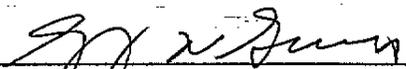
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statements in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is PINEDA DEVELOPMENT COMPANY, L.L.C.

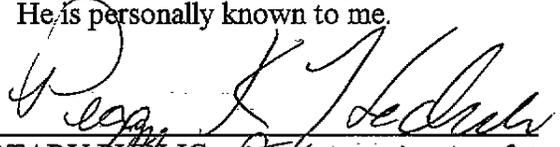
The name of the registered agent for PINEDA DEVELOPMENT COMPANY, L.L.C. is Gregory W. Glass, and the street address of the company's principal office where the agent is located is 1800 West Hibiscus Boulevard, Melbourne, Florida 32902.

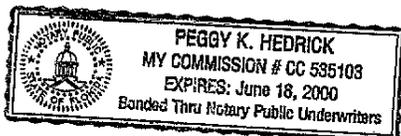
This statement is acknowledged that as indicated above, PINEDA DEVELOPMENT COMPANY, L.L.C., has appointed me, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the 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.

Date: June 22, 1999

  
\_\_\_\_\_  
GREGORY W. GLASS

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of June, 1999, by Gregory W. Glass, registered agent on behalf of PINEDA DEVELOPMENT COMPANY, L.L.C., a limited liability company. He is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC PEGGY K. HEDRICK  
My Commission Expires:



99 JUN 24 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

A portion of Section 25, Township 26 South, Range 36 East, Brevard County, Florida, being more particularly described as follows:

Begin at the Northwest corner of said Section 25; thence  $N88^{\circ}37'06''E$ , along the North line of the Northwest one-quarter of said Section 25, a distance of 2,718.20 feet, to the Northwest corner of the Northeast one-quarter of said Section 25; thence  $N88^{\circ}44'29''E$ , along the North line of the Northeast one-quarter of said Section 25, a distance of 2,672.62 feet, to a point on the West right of way line of Wickham Road (a 100.00 foot wide right of way); thence  $S00^{\circ}18'02''W$ , along said West right of way line, a distance of 50.02 feet, to a point on the North right of way line of the proposed Pineda Road Extension; thence the following 4 courses along said proposed North right of way line: (1)  $S88^{\circ}44'29''W$ , a distance of 2,673.62 feet, to the point of curvature of a curve, concave Southeasterly, having a radius of 2,100.00 feet and a central angle of  $56^{\circ}09'13''$ ; (2) Southwesterly, along the arc of said curve to the left, a distance of 2,058.13 feet, to a point of tangency; (3)  $S32^{\circ}35'16''W$ , a distance of 1,177.48 feet, to the point of curvature of a curve, concave Northwesterly, having a radius of 1,900.00 feet and a central angle of  $15^{\circ}04'22''$ ; (4) Southwesterly, along the arc of said curve to the right, a distance of 499.83 feet, to a point on the West line of said Section 25 and a point of intersection with a non-tangent line; thence  $N00^{\circ}55'27''W$ , along the West line of said Section 25, a distance of 2,326.45 feet, to the POINT OF BEGINNING.

TOGETHER WITH:

A portion of Sections 25 and 26, Township 26 South, Range 36 East, Brevard County, Florida, being more particularly described as follows:

Commence at the Northeast corner of said Section 25; thence  $S00^{\circ}18'02''W$ , along the East line of said Section 25, a distance of 250.09 feet; thence  $S88^{\circ}44'29''W$ , a distance of 50.02 feet, to a point on the West right of way line of Wickham Road (a 100.00 foot wide right of way) and the POINT OF BEGINNING of the herein described parcel, said point being on the South right of way line of the proposed Pineda Road Extension; thence  $S00^{\circ}18'02''W$ , along said West right of way line, a distance of 50.02 feet, to a point 300.00 feet South, by right angle measurement, of the North line of the Northeast one-quarter of said Section 25; thence  $S88^{\circ}44'29''W$ , parallel with and 300.00 feet South of the North line of the Northeast one-quarter of said Section 25, a distance of 2,669.28 feet, to a point on the East line of the Northwest one-quarter of said Section 25; thence  $S00^{\circ}20'16''E$ , along the East line of the Northwest one-quarter of said Section 25, a distance of 2,371.58 feet, to the Southeast corner of the Northwest one-quarter of said Section 25; thence  $S89^{\circ}11'29''W$ , along the South line of the Northwest one-quarter of said Section 25, a distance of 2,690.78 feet, to the Southwest corner of the Northwest one-quarter of said Section 25; thence  $S00^{\circ}55'27''E$ , along the East line of the Southeast one-quarter of said Section 26, a distance of 2,644.35 feet, to the Southeast corner of said Section 26; thence  $S89^{\circ}16'04''W$ , along the South line of said Section 26, a distance of 5,306.66 feet, to the Southwest corner of said Section 26; thence  $N00^{\circ}43'34''W$ , along the West line of said Section 26, a distance of 2,334.27 feet, to a point on the South right of way line of said proposed Pineda Road Extension; thence the following 5 courses along said proposed South right of way line: (1) EAST, a distance of 4,008.34 feet, to the point of curvature of a curve, concave Northwesterly, having a radius of 2,100.00 feet and a central angle of  $57^{\circ}24'44''$ ; (2) Northeasterly, along the arc of said curve to the left, a distance of 2,104.27 feet, to a point of tangency; (3)  $N32^{\circ}35'16''E$ , a distance of 1,177.48 feet, to the point of curvature of a curve, concave Southeasterly, having a radius of 1,900.00 feet and a central angle of  $56^{\circ}09'13''$ ; (4) Northeasterly, along the arc of said curve to the right, a distance of 1,862.12 feet, to a point of tangency; (5)  $N88^{\circ}44'29''E$ , a distance of 2,668.18 feet, to the POINT OF BEGINNING; less and except Turtle Mound Road as said right-of-way is described in Official Records Book 157, Pages 314 through 316 of the Public Records of Brevard County, Florida.

99 JUN 24 11 31 AM  
FILED  
TALLAHASSEE  
SECRETARY OF STATE