

L99000003853



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 288601 5801B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 25, 1999

ORDER TIME : 3:53 PM

ORDER NO. : 288601-005

CUSTOMER NO: 5801B

CUSTOMER: Ms. Mary V. Snell
PAVESE GARNER HAVERFIELD
PAVESE GARNER HAVERFIELD
P. O. Box 88

Cape Coral, FL 33910

FILED
99 JUN 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FIRST HOME BUILDERS OF
CENTRAL FLORIDA, L.C.

EFFECTIVE DATE:

700002916367--5
-06/28/99--01001--019
***337.50 ***337.50

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

① mailing
address

Name	XX	CERTIFIED COPY
Availability	XX	PLAIN STAMPED COPY
		CERTIFICATE OF GOOD STANDING
Document		
Examiner	CONTACT PERSON: Angie Glisar	
Updater	DCC	
Updater		
Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

L99000003853

RECEIVED
99 JUN 25 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W990000015117

mailing address
is same as business?

PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.
A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW
<http://pavesegarnier.com>

1833 HENDRY STREET
FORT MYERS, FLORIDA 33801

POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33802-1507

(941) 334-2195
FAX (941) 332-2243



MARY VLASAK SNELL
(941) 336-6255

June 23, 1999

PLEASE REPLY TO
FORT MYERS OFFICE

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

Re: **FIRST HOME BUILDERS OF CENTRAL FLORIDA, L.C.**

Dear Sir or Madam:


Enclosed herewith is the original and one copy of the Articles of Organization, Affidavit of Membership and Contributions and Statement Designating Registered Agent and Office of the above referenced corporation, together with a check in the amount of \$337.50, said check allocated as follows:

\$250.00 - filing fee
\$35.00 - registered agent fee
\$52.50 - certified copy

Please certify and return one copy of the documents to this office.

Thank you for your cooperation in this matter.

Very truly yours,


MARY VLASAK SNELL

MVS/mla
Enclosures

FILED
JUN 25 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
FIRST HOME BUILDERS OF CENTRAL FLORIDA, 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 AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **FIRST HOME BUILDERS OF CENTRAL FLORIDA, L.C.**, and its principal office shall be located at 1820 Colonial Boulevard, in the City of Fort Myers, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Mailing address is the same.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. 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 of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm,

syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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

There shall be four (4) initial members of this limited liability company, whose names, addresses and percentage of ownership are as follows:

Patrick Logue 1820 Colonial Boulevard Ft. Myers, FL 33907	25%
James E. Sublett Revocable Trust, Under Agreement Dated 9/26/91 1820 Colonial Boulevard Ft. Myers, FL 33907	25%
Charles Miller 1820 Colonial Boulevard Ft. Myers, FL 33907	25%

Frey Ventures, L.L.C.,
a Florida Limited Liability Company
1820 Colonial Boulevard
Ft. Myers, FL 33907

25%

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

ARTICLE V **MANAGEMENT**

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as manager of the limited liability company until the first annual meeting of the members or until his successors are elected and qualify in accordance with the regulations:

James Sublett
1820 Colonial Boulevard
Fort Myers, FL 33907

ARTICLE VI **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, or except as specified in a separate written agreement regarding purchase and sale executed by 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 on unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$2,000.00 cash shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VIII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their ownership interest. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE IX
DURATION

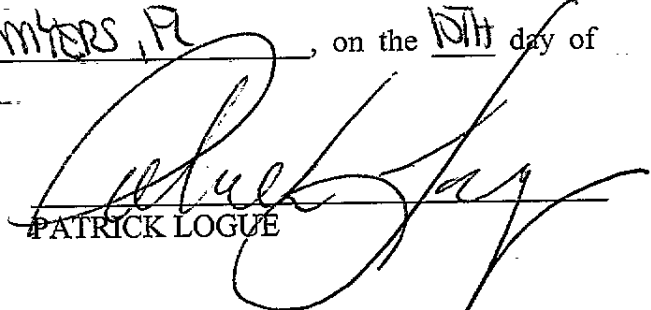
The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

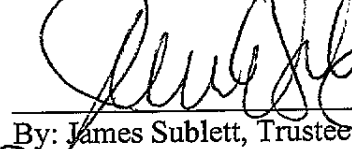
The address of the initial registered office of the limited liability company is 1820 Colonial Boulevard, City of Fort Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is JAMES SUBLETT.

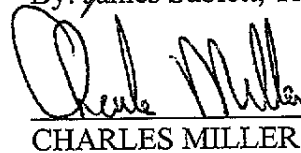
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of **FIRST HOME BUILDERS OF CENTRAL FLORIDA, L.C.**

Executed by the undersigned at FORT MYERS, FL, on the 10TH day of JUNE, 1999.


PATRICK LOGUE

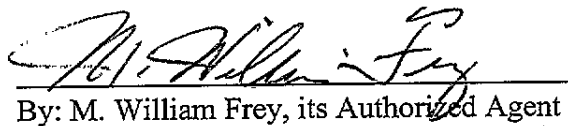
JAMES E. SUBLETT REVOCABLE TRUST,
UNDER AGREEMENT DATED 9/26/91


By: James Sublett, Trustee


CHARLES MILLER

FILED
JUN 25 PM 3:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

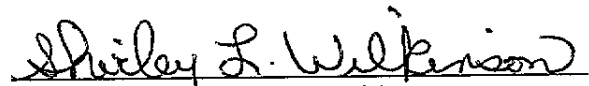
FREY VENTURES, L.L.C., a Florida
Limited Liability Company


By: M. William Frey, its Authorized Agent

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared PATRICK LOGUE, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 10TH day of JUNE, 1999.


Notary Public, State of Florida
My Commission number is:
My Commission expires:

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared JAMES SUBLETT, Trustee of the JAMES E. SUBLETT REVOCABLE TRUST, Under Agreement Dated 9/26/91, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 10TH day of JUNE,
1999.

Shirley L. Wilkinson
Notary Public, State of Florida
My Commission number is:
My Commission expires:



STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared CHARLES MILLER, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 10TH day of JUNE,
1999.

Shirley L. Wilkinson
Notary Public, State of Florida
My Commission number is:
My Commission expires:



STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared M. WILLIAM FREY, an authorized agent for FREY VENTURES, L.L.C., a Florida Limited Liability Company, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 10TH day of JUNE,
1999.

Shirley L. Wilkinson
Notary Public, State of Florida
My Commission number is:
My Commission expires:



F:\WPDATA\MVS\CORPINT\FIRSTHOM\CENTRAL.F.ART

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF LEE)

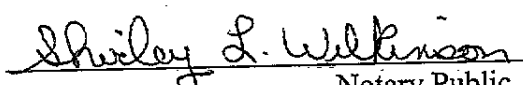
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99 JUN 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of FIRST HOME BUILDERS OF CENTRAL FLORIDA, L.C., deposes and says:

1. The limited liability company identified above has four (4) members.
2. The total amount of cash contributed by the members is \$2,000.00.
3. The agreed value of property other than cash contributed by members is NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$2,000.00. This total includes the amounts from above.


JAMES SUBLETT

The foregoing instrument was acknowledged before me this 07TH day of JUNE, 1999, by JAMES SUBLETT, who is personally known to me or has produced _____ as identification.


_____, Notary Public

My Commission Number is:

My Commission Expires:



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
)
COUNTY OF LEE)

FILED
99 JUN 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

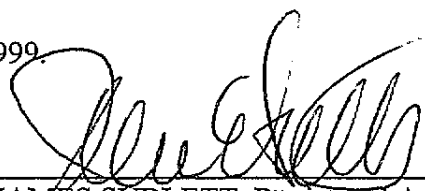
Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **FIRST HOME BUILDERS OF CENTRAL FLORIDA, L.C.**

The name of the registered agent for **FIRST HOME BUILDERS OF CENTRAL FLORIDA, L.C.** is JAMES SUBLETT, and the street address of the company's principal office where the agent is located is 1820 Colonial Boulevard, Fort Myers, Lee County, Florida 33907.

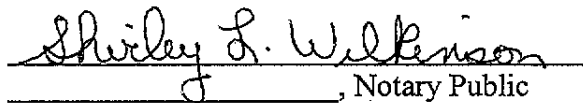
This statement is to acknowledge that, as indicated above, **FIRST HOME BUILDERS OF CENTRAL FLORIDA, L.C.** has appointed me, JAMES SUBLETT, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of 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: This 10TH day of JUNE, 1999.



JAMES SUBLETT, Registered Agent

The foregoing instrument was acknowledged before me this 10TH day of JUNE, 1999, by JAMES SUBLETT, agent on behalf of **FIRST HOME BUILDERS OF CENTRAL FLORIDA, L.C.**, a limited liability company and is personally known to me or has produced _____ as identification.



Notary Public

My Commission Number is:

My Commission Expires: