



THE UNITED STATES
CORPORATION
COMPANY

L99000004216

ACCOUNT NO. : 072100000032

REFERENCE : 304799 7103152

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 293.75

ORDER DATE : July 13, 1999

ORDER TIME : 9:47 AM

ORDER NO. : 304799-005

CUSTOMER NO: 7103152

100002929831--1

CUSTOMER: Kevin R. Lottes, Esq
GOODLETTE COLEMAN & JOHNSON,
GOODLETTE COLEMAN & JOHNSON,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: FRASER/BCB HOMES I, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

FILED
99 JUL 13 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL 13 AM 10:38
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
REGISTRATION OF STATE

7-13-99

**ARTICLES OF ORGANIZATION
OF
FRASER/BCB HOMES I, L.L.C.**

The undersigned, being an initial Member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **FRASER/BCB HOMES I, L.L.C.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **3606 Enterprise Avenue, Naples, Florida 34104.**

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **3606 Enterprise Avenue, Naples, Florida 34104**, and the name of the initial registered agent at such address is **Joseph C. Smallwood, Jr.**

**ARTICLE IV
ADMISSION OF MEMBERS**

The Members of the Company may admit new Members to the Company upon the prior written consent of all then-existing Members of the Company. Newly admitted Members shall have all of the rights and privileges of other Members of the Company.

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**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other event that would terminate the continued membership of the Member in the Company, the remaining Members, if any, shall have the right to continue the business of the Company upon the unanimous written consent of all remaining Members.

**ARTICLE VII
ADOPTION OF REGULATIONS**

The initial Regulations of the Company shall be adopted by its initial Members. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VIII
MANAGEMENT**

The Company will be managed by its Members, who shall be designated, appointed or elected as more fully described in the Regulations. The initial number of Members of the Company shall be two (2). The number of Members may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business addresses of the Members who shall serve as the initial Members are:

**Boran Craig Barber Homes, Inc.
3606 Enterprise Avenue
Naples, Florida 334104-3698**

**Alan Fraser Homes Corporation
c/o Steven L. Cantor, Esq.
777 Brickell Avenue, Suite 500
Miami, Florida 33131**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being an initial Member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 9 day of July, 1999.

BORAN CRAIG BARBER HOMES, INC.
A Florida corporation

By: *Joseph C. Smallwood*

Printed Name: Joseph C. Smallwood

Its: President

Date: July 9, 1999

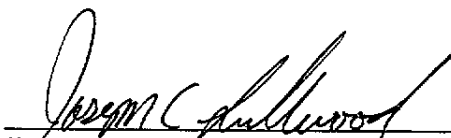
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, Joseph C. Smallwood, Jr., having been duly designated to act as registered agent and to accept service of process for Fraser/BCB Homes I, L.L.C., a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

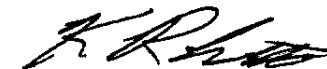

Joseph C. Smallwood, Jr.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 9 day of July, 1999, by Joseph C. Smallwood, Jr., who is personally known to me or has produced a Florida drivers license as identification.



Kevin R. Loftes
MY COMMISSION # CC488525 EXPIRES
August 6, 1999
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
State of Florida at Large
My Commission Expires:

(Notary Seal)

lottes.bcb.llc.art

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FRASER/BCB HOMES I, L.L.C.**

STATE OF FLORIDA
COUNTY OF COLLIER

The undersigned, being an initial Member of **FRASER/BCB HOMES I, L.L.C.**, a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby states the following:

1. The name of the Limited Liability Company (the "Company") is **FRASER/BCB HOMES I, L.L.C.**
2. The Company has two (2) Members.
3. The Members shall contribute **\$1.00** each cash to the Company, and no other property other than the foregoing amount of cash is contributed.
4. The total anticipated amount of contributions by the Members is **\$100,00.00.**

BORAN CRAIG BARBER HOMES, INC.
A Florida corporation

By: *Joseph C. Smallwood*
Printed Name: Joseph C. Smallwood
Its: President
Date: 7-9-99

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me on this 9 day of July 1999, by Joseph C. Smallwood as President of Boran Craig Barber Homes, Inc., for and on behalf of **Boran Craig Barber Homes, Inc., a Florida corporation,** (☒) who is personally known to me or (☐) who produced his driver's license as identification.



Kevin R. Lottes
MY COMMISSION # CC486525 EXPIRES
August 6, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Kevin R. Lottes
Notary Public
Print Name: Kevin R. Lottes
State of Florida at Large
My Commission Expires:

(Notary Seal)

lottes.bcb.fraser..aff

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TALLAHASSEE, FLORIDA