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Northwestern Investment Management Co.  
A Northwestern Mutual Company

David A. Roby  
Regional Director

Barbara Ann Simon, RPA, CPM  
Director - Field Asset Management

John R. Jacobs  
Director - Field Production

Charles E. King  
Director - Field Production

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-08/02/99--01119--001  
\*\*\*285.00 \*\*\*285.00

July 30, 1999

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Villas of St. John's

Enclosed is our check #2269 in the amount of \$285.00 for the following:

Filing Fee for Articles of Organization and Affidavit  
Designation of Registered Agent

Also enclosed please find:

Articles of Organization for Florida Limited Liability Company  
Certificate of Designation of Registered Agent/Registered Office

Should you have questions or need further information please do not hesitate to contact me at the phone number below.

Sincerely,

Kathleen A. Nevaril

Enclosures (3)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Northwestern  
Mutual Life®

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Villas of St. Johns L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o The Northwestern Mutual Life Insurance Company  
Attn: David A. Roby  
One Tampa City Center, Suite 2865  
Tampa, FL 33602

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

Perpetual

**ARTICLE IV - Management:**

**(Check the appropriate box and complete the statement)**

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are: 811997

The Northwestern Mutual Life Insurance Company  
720 East Wisconsin Avenue  
Milwaukee, WI 53202  
Attn: Donald L. O'Dell

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted upon the unanimous note of the existing member(s).

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**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The business of the limited liability company may be continued upon the unanimous note of the remaining member(s).

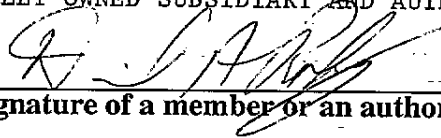
**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of \_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 25,350,000.

THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY  
BY: NORTHWESTERN INVESTMENT MANAGEMENT COMPANY, A WISCONSIN CORPORATION,  
ITS WHOLLY OWNED SUBSIDIARY AND AUTHORIZED REPRESENTATIVE

*DEM*



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David A. Roby, Regional Director

Typed or printed name of signee

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**Filing Fee: \$250.00 for Articles and Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Villas of St. Johns L.L.C.

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2. The name and the Florida street address of the registered agent are:

c/o The Northwestern Mutual Life Insurance Company  
Attn: David A. Roby

\_\_\_\_\_  
NAME

One Tampa City Center, Suite 2865


\_\_\_\_\_  
Florida street address (P. O. Box NOT ACCEPTABLE)

Tampa, FL 33602

\_\_\_\_\_  
CITY, STATE AND ZIP

*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.*

*PRM*

  
\_\_\_\_\_  
SIGNATURE

**Filing Fee: \$ 35 for Designation of Registered Agent**

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