

MERIDIAN STREET, LOWER LEVEL  
LAHASSEE, FL 32301  
22-1173

FILING COVER SHEET  
ACCT. #FCA-14

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\*\*\*337.50 \*\*\*337.50

CONTACT: CINDY HICKS

DATE: 8/11/99

REF. #: 0262.7884

CORP. NAME: The Crossing at Spring Ranch, LLC

- ARTICLES OF INCORPORATION     ARTICLES OF AMENDMENT     ARTICLES OF DISSOLUTION
- ANNUAL REPORT     TRADEMARK/SERVICE MARK     FICTITIOUS NAME
- CERT. OF AUTHORITY     LIMITED PARTNERSHIP     LIMITED LIABILITY
- REINSTATEMENT     MERGER     WITHDRAWAL
- CERTIFICATE OF CANCELLATION     UCC-1     UCC-3
- OTHER: \_\_\_\_\_

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 99 AUG 11 PM 1:53  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 51616 FOR \$ 337.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

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- CERTIFIED COPY     CERTIFICATE OF STATUS     PLAIN STAMPED COPY

Examiner's Initials

SC  
8-11-99

**ARTICLES OF ORGANIZATION  
OF  
THE CROSSINGS AT SPRING RANCH, L.L.C.**

The undersigned organizer hereby executes these Articles of Organization (“**Articles**”) for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the “**Company**”) shall be:

**The Crossings at Spring Ranch, L.L.C.**

**ARTICLE II**

**Commencement Date and Duration**

This Company shall commence on the date that these Articles are filed by the Florida Secretary of State, all required taxes and fees having been paid, and, unless otherwise stated in the Regulations of the Company (the “**Regulations**”), its existence shall be perpetual.

**ARTICLE III**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Company shall be:

801 Main Street, Unit 7  
Concord, Massachusetts 01742

**ARTICLE IV**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida, 33602, and the initial registered agent of the Company at such office shall be David R. Brittain. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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TALLAHASSEE, FLORIDA

**ARTICLE V**

**Admission of Members**

The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations of the Company.

**ARTICLE VI**

**Continuation of Business**

The members may, by majority vote, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company under applicable law.

**ARTICLE VII**

**Management of Business**

The management of the Company shall be vested entirely in its managers, unless otherwise stated in the Regulations.

**ARTICLE VIII**

**Initial Manager**

The initial manager of the Company shall be the following person, such person to hold office until his successor has been duly elected and qualify. The name and street address of the initial manager are:

Name

H.G. Johnson, LLC, a  
Massachusetts limited  
liability company

Address

801 Main Street, Unit 7  
Concord, Massachusetts 01742

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and address of the other member is:

<u>Name</u>	<u>Address</u>
Robert F. Cohen, as Trustee of the Two Elk Trust u/t/a dated December 8, 1998	580 Broad Street Bristol, CT 06010

#### ARTICLE IX

##### Regulations

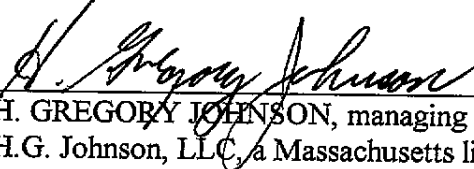
The power to adopt the Regulations, to alter, amend or repeal the Regulations, or to adopt new Regulations, shall be vested in the members of the Company. The Regulations of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE X

##### Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
H. GREGORY JOHNSON, managing member,  
H.G. Johnson, LLC, a Massachusetts limited  
liability company

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99 AUG 11 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE CROSSINGS AT SPRING RANCH, L.L.C.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 9<sup>th</sup> day of August, 1999.



DAVID R. BRITTAIN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE CROSSINGS AT SPRING RANCH, L.L.C.**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**


The undersigned, H. Gregory Johnson, managing member of H.G. Johnson, LLC, a Massachusetts limited liability company, a member of The Crossings at Spring Ranch, L.L.C., a Florida limited liability company (the "Company"), does hereby certify:

1. The Company shall initially have at least one (1) member.
2. The total amount of cash being contributed by the members is \$1,000.00.
- 3 The agreed value of property other than cash being contributed by the members is \$0.
4. The total amount of additional cash and property anticipated to be contributed by the members is \$0.

**DATED** this 9<sup>th</sup> day of August, 1999.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

  
\_\_\_\_\_  
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H.G. Johnson, LLC, a Massachusetts limited  
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TALLAHASSEE, FLORIDA  
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STATE FEES PREPAID WITH CHECK# 51466 FOR \$ 337.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

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REC'D  
AUG 11 1999

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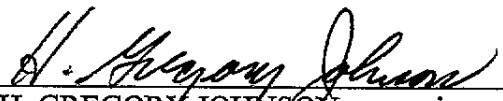
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