

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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WALK IN

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☒ **FILING** LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 3:20

1.) Empire Development of Orlando, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.) 1199-22344
(CORPORATE NAME & DOCUMENT #)

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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

Name Availability	MJH
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 28, 1999

CORPORATE ACCESS, INC.

SUBJECT: EMPIRE DEVELOPMENT OF ORLANDO, L.L.C.
Ref. Number: W99000022344

We have received your document for EMPIRE DEVELOPMENT OF ORLANDO, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 699A00047261

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 28 PM 2:03

RECEIVED

Corrected
Thanks
Glinda

ARTICLES OF ORGANIZATION
of
EMPIRE DEVELOPMENT OF ORLANDO, 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 AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **EMPIRE DEVELOPMENT OF ORLANDO, L.L.C.**, and its principal office shall be located at **279 Chiswell Place, Lake Mary, Florida 32746 County of Orange, 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 same as above.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers and 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 properly 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 is 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 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 one of its members, whose name and address is as follows:

NAME:

ADDRESS:

Summerpark Homes, Inc.

279 Chiswell Place
Lake Mary, FL 32746

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members of unanimous consent. Contributions required of 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 the 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 on a unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital Contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the **two** member(s) in equal shares. 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 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 the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members as of December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out 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 equal shares.

ARTICLE VIII DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX MANAGEMENT FEE

This limited liability company intends to develop properties in Orange County, Florida into 148 residential building Lots, consisting of three phases.

Summerpark Homes, Inc., will receive a management fee of \$1,000 per developed Lot as each is sold and closed. In the event that the Lots are sold before completion of final development, Summerpark Homes, Inc., will receive a management fee equal to \$400 per undeveloped Lot as each Lot is sold and closed.

All members shall have access to financial reports and information regarding the company. Summerpark Homes, Inc., shall provide Saga Land, Inc., regular reports showing income and expenses of the company not less than every three (3) months.

ARTICLE X INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **279 Chiswell Place, Lake Mary, Florida 32746**, County of **Orange**, State of **Florida**, and the name of the company's initial registered agent at that address is **Louis DiMillo**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **EMPIRE DEVELOPMENT OF ORLANDO, L.L.C.**

Executed by the undersigned on this 17 day of SEPT, 1999.

Summerpark Homes, Inc.

By: 
Louis DiMillo, President

Saga Land, Inc.

By: _____
Dan Silvestri, President

STATEMENT OF DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF ORANGE

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 statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **EMPIRE DEVELOPMENT OF ORLANDO, L.L.C.**

The name of the registered agent for **EMPIRE DEVELOPMENT OF ORLANDO, L.L.C.** is **Louis DiMillo**, and the street address of the company's principal office where the agent is located is **279 Chiswell Place, Lake Mary, Florida 32746**.

This statement is to acknowledge that, as indicated above **EMPIRE DEVELOPMENT OF ORLANDO, L.L.C.**, has appointed **Louis DiMillo** as its registered agent to accept service of process for the company at the place designated above 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.


Louis DiMillo

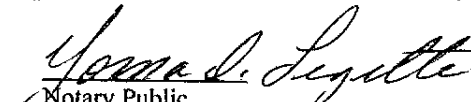

STATE OF FLORIDA

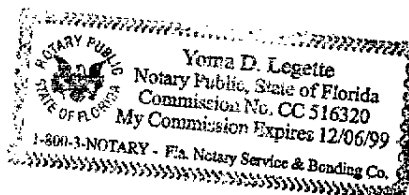
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **Louis DiMillo**, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced identification, and who after having taken an oath, acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of Sept., 1999.

(Notary Seal)


Notary Public

Print Name
Commission No:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF ORANGE

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of **EMPIRE DEVELOPMENT OF ORLANDO, L.L.C.** hereby deposes and says:

1. The limited liability company identified above has at least one member.
2. The total amount of cash contributed by the member is \$100.00.
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 member is \$100.00. This total includes the amounts from 2 and 3 above.


Louis DiMillo

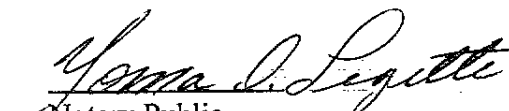
STATE OF FLORIDA

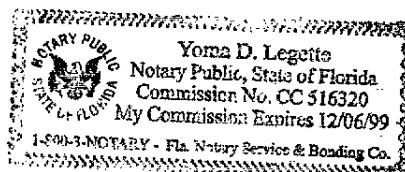
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **Louis DiMillo**, as President of Summerpark Homes, Inc. who is personally known to me to be the person described in and who executed the foregoing instrument or who produced _____ as identification, and who after having taken an oath, acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of Sept. 1999.

(notary seal)


Notary Public
Print Name: Yoma D. Legette
Commission No.: _____
Commission Expires: 12/6/99



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF TEXAS

COUNTY OF Ames

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of **EMPIRE DEVELOPMENT OF ORLANDO, L.L.C.** hereby deposes and says:

1. The limited liability company identified above has at least one member.
2. The total amount of cash contributed by the member is \$100.00.
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 member is \$100.00. This total includes the amounts from 2 and 3 above.

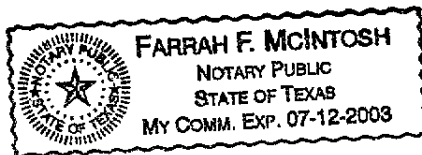
Dan Silvestri
Dan Silvestri

STATE OF TEXAS

COUNTY OF Harris

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **Dan Silvestri**, as President of Saga Land, Inc. who is personally known to me to be the person described in and who executed the foregoing instrument or who produced _____ as identification, and who after having taken an oath, acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of September, 1999.
(notary seal)



Farrah F. McIntosh
Notary Public
Print Name: Farrah F. McIntosh
Commission No.: _____
Commission Expires: _____