

**L99000006622**

Florida Department of State  
Division of Corporations  
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**LIMITED LIABILITY COMPANY**

**C & H DEVELOPMENT GROUP, L.L.C.**

Certificate of Status	0
Certified Copy	1
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## ARTICLES OF ORGANIZATION

OF

### C & H DEVELOPMENT GROUP, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

#### ARTICLE I - NAME

The name of the limited liability company shall be C & H Development Group, L.L.C. ("Company").

#### ARTICLE II - ADDRESS

The mailing and street address of the principal office of the Company shall be 2409 Pine Island Court, Jacksonville, FL 32224.

#### ARTICLE III - PURPOSE

The purpose of the Company shall be to develop and sell condominiums in Duval County, Florida.

#### ARTICLE IV - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall terminate upon the occurrence of any of the following but in no event later than December 31, 2001: (i) a date fixed by the Manager after abandonment of all further Company activities; or (ii) any other event causing the dissolution of the Company under the laws of the State of Florida.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Fred Carlson, 2409 Pine Island Court, Jacksonville, FL 32224.

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Prepared By: Carolyn Herman, Esq., 1831 N. Third Street Jacksonville Beach, Florida,  
tel. no. (904) 247-9420, Florida Bar No. 976563.

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## ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

## ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved upon the occurrence of any of the following events (i) when the period of duration of the Company expires; (ii) the unanimous written agreement of all members; (iii) the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members; (iv) when the limited liability has fewer than two members.

## ARTICLE IX - MANAGEMENT

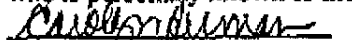
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is

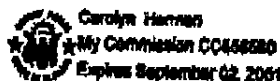
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Jacksonville, Duval County, Florida, on this 11th day of October, 1999.

  
FREDERICK W. CARLSON  
Organizing Member

STATE OF FLORIDA  
COUNTY OF DUVAL

Sworn to and subscribed before me this 11th day of October, 1999 by Frederick W. Carlson who is personally known to me.

  
Notary Public, State of Florida



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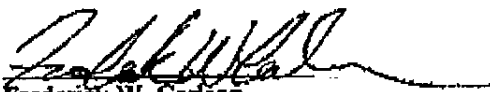
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the Provisions F.S. 608.4143 or 608.507, C & H Development Group, L.L.C., 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 C & H Development Group, L.L.C..
2. The name and street address of the registered agent in Florida is:

Frederick W. Carlson  
2409 Pine Island Court  
Jacksonville, Florida 32224

The undersigned, being the person named in the articles of organization of C & H Development Group, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of that position of registered agent.

  
Frederick W. Carlson  
Registered Agent  
Date: 10/11/99

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