

L 990000008191



ACCOUNT NO. : 072100000032

REFERENCE : 495805 80354B

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 155.00

ORDER DATE : November 29, 1999

ORDER TIME : 12:03 PM

ORDER NO. : 495805-005

CUSTOMER NO: 80354B

CUSTOMER: Michael S. O'dowd, Esq
WINDERWEEDLE, HAINES, WARD &
WINDERWEEDLE, HAINES, WARD &
5th Floor
250 Park Avenue, South
Winter Park, FL 32789

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DOMESTIC FILING

NAME: KP DEVELOPMENT, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
99 NOV 29 PM 2:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
99 NOV 29 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPK

**ARTICLES OF ORGANIZATION
FOR
KP DEVELOPMENT, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, a member of, and on behalf of the members (the "Members") of, KP DEVELOPMENT, L.L.C. acting as the organizer of said KP DEVELOPMENT, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is KP DEVELOPMENT, L.L.C.

**ARTICLE II
PURPOSE AND POWERS**

A. Purposes. The purpose of the Company is for the construction of residential housing on lots located in that certain housing development in south Orange County, Florida, generally known to the parties as the Keene's Point Development ("Development"), and purposes incident thereto.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial corporate office and initial registered office of this Company is 430 Crofton Drive, Ocoee, Florida 34761, and the name of the initial registered agent of this Company at that address is Steve Cyr.

**ARTICLE IV
DURATION**

Except as otherwise provided in the Regulations of the Company, the Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

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STATE
OF FLORIDA

ARTICLE V
MANAGEMENT

The management and control of the Company and its business and affairs is reserved to the following Member of the Company. The Member of the Company with exclusive authority to manage the business of the Company shall be:

Cyr Building & Development, Inc.
430 Crofton Drive
Ocoee, Florida 34761

(the "Managing Member"). Acting by unanimous consent, the Managing Member shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company. Any new Members admitted shall not become Managing Members without the unanimous written consent of all then existing Members of the Company.

ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the 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 upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VIII
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

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NOV 29 PM 3:53
CLERK OF DISTRICT COURT
JULIA W. STONE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of the 24 day of November, 1999.

CYR BUILDING & DEVELOPMENT, INC., a Florida corporation

By: [Signature]

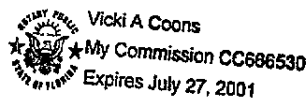
Print Name: Steve Cyr

Title: V.P.

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 24th day of November, 1999, by Steve Cyr, as Vice President of CYR Building & Development, Inc., on behalf of the Corporation who is personally known to me or has produced FL D.L. as identification.



[Signature]

NOTARY SIGNATURE

Print Name: Vicki A. Coons


Notary Public

My Commission Expires: 7/27/2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 608, Fla. Stat. and accepts the appointment to serve as the initial Registered Agent of KP DEVELOPMENT, L.L.C.



Steve Cyr

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SECRETARY OF STATE
TALLAHASSEE FLORIDA