

Division of Corporations

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Florida Department of State  
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## LIMITED LIABILITY COMPANY

## Sunshine Cafe of Captiva, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
SUNSHINE CAFÉ OF CAPTIVA, LLC**

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**ARTICLE I**  
**NAME**

The name of this limited liability company is Sunshine Café of Captiva, LLC, a Florida limited liability company (the "Company").

**ARTICLE II**  
**DURATION**

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III**  
**PURPOSE**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

**ARTICLE IV**  
**PLACE OF BUSINESS**

The street address of the Company's principal office is 11508 Andy Rosse Lane, Captiva, FL 33924. The mailing address of the Company is P.O. Box 848, Captiva, FL 33924.

**ARTICLE V**  
**REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is R&A Agents, Inc. Attention: Steven W. Hubbard, Esq. The street address of the initial registered agent of the Company is 2320 First Street, Suite 1000, Fort Myers, Florida 33901.

**ARTICLE VI**  
**ADDITIONAL MEMBERS**

Additional members to the Company may be admitted. The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE VII**  
**TERMINATION OF MEMBERSHIP**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership

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of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

**ARTICLE VIII**  
**MANAGEMENT OF THE COMPANY**

The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members. The name and address of the initial manager, who shall serve until the first annual meeting of the members or until her successor is elected and qualified, is

Sandra K. Stilwell  
P.O. Box 848  
Captiva, FL 33924

**ARTICLE IX**  
**REGULATIONS**

The members shall have the power to adopt, alter, amend, or repeal an Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

**ARTICLE X**  
**VOTING**

The Company is authorized to issue membership units with voting rights.

The undersigned executed these Articles of Organization effective as of the 18<sup>th</sup> day of October, 2004.

  
\_\_\_\_\_  
Steven W. Hubbard  
Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

R&A Agents, Inc.

By:   
\_\_\_\_\_  
Steven W. Hubbard, Registered Agent

Dated: October 18, 2004