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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

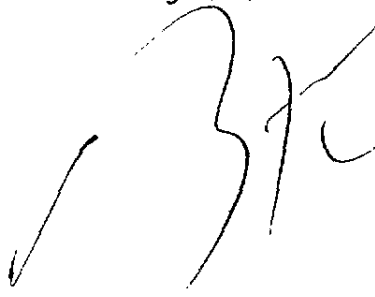
PICK-UP WAIT MAIL

(Business Entity Name)

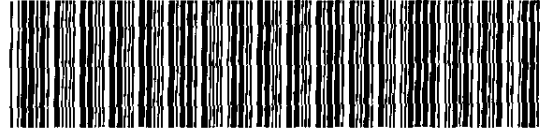
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DIVISION OF REGISTRATION
05 FEB -3 PM 1:08

STATE
TALLAHASSEE, FLORIDA
05 FEB -3 PM 4:07

FILED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 182696 7304333
AUTHORIZATION : *Patricia Poynt*
COST LIMIT : \$ 125.00

FILED
05 FEB -3 PM 4:07
SEALY STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 3, 2005
ORDER TIME : 10:42 AM
ORDER NO. : 182696-005
CUSTOMER NO: 7304333
CUSTOMER: Scott M. Ketchum, Esq
Scott M. Ketchum, P.a.

Goodlette Professional Center
692 Goodlette Road North
Naples, FL 34102

DOMESTIC FILING

NAME: HERITAGE PROPERTIES OF NAPLES,
LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914
EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
HERITAGE PROPERTIES OF NAPLES, LLC,
a Florida limited liability company**

FILED
05 FEB -3 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the managing member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **HERITAGE PROPERTIES OF NAPLES, LLC**, a Florida limited liability company.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be 2112 Forest Glade, Fort Wayne, IN 46845

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is 692 Goodlette Road North, Naples, Florida 34102, and the name of the initial registered agent at such address is Scott M. Ketchum, Esquire.

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

**ARTICLE VII
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial members. The Operating Agreement and 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.

**ARTICLE VIII
INITIAL MANAGERS**


The Company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the member who shall serve as manager until his successors are elected and qualified is:

William G. Arnold

2112 Forest Glade
Fort Wayne, IN 46845

IN WITNESS WHEREOF, the undersigned, being the Authorized Agent of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 31 day of January, 2005.

HERITAGE PROPERTIES OF NAPLES, LLC,
a Florida limited liability company.

By: 

William G. Arnold, Manager

ACCEPTANCE BY REGISTERED AGENT

I, **SCOTT M. KETCHUM, ESQUIRE** having been duly designated to act as registered agent and to accept service of process for **HERITAGE PROPERTIES OF NAPLES, LLC**, a limited liability company to be organized under the Florida Limited Liability Company Act, hereby accept the 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 am familiar with and accept the designations of my position as Registered Agent.



SCOTT M. KETCHUM, ESQUIRE