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DIVISION OF CORPORATION

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Windsor Members Hinckley Yacht Program, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
WINDSOR MEMBERS HINCKLEY YACHT PROGRAM, LLC**

Article I – Name:

The name of the Limited Liability Company is Windsor Members Hinckley Yacht Program, LLC (the "Company").

Article II – Address:

The mailing address and street address of the principal office of the Company is:

3415 Duke Lane
Vero Beach, Florida 32963

Article III – Registered Agent, Registered Office, & Registered Agent's Signature:

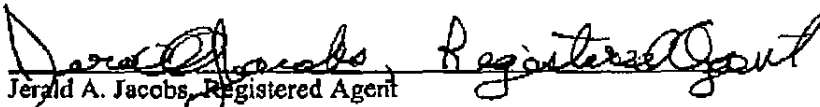
The name and the Florida street address of the registered agent are:

Jerald A. Jacobs
3415 Duke Lane
Vero Beach, Florida 32963

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Having been named as registered agent and to accept service of process for the Company at the place designated in this Certificate, I 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Jerald A. Jacobs, Registered Agent

Article IV – Managing Members:

The name and address of each Managing Member is as follow:

Le Roy Terry Eakin, III
3310 Windsor Boulevard
Vero Beach, FL 32963

Robert A. Hastings
3305 North Savannah Place
Vero Beach, FL 32963

Jerald A. Jacobs
3415 Duke Lane
Vero Beach, FL 32963

Timothy M. Joyce
3015 Hammock Way
Vero Beach, FL 3296

Michael F. Passaro
10613 Charleston Drive
Vero Beach, FL 32963

J. Peter Skirkarich
10620 Eton Way
Vero Beach, FL 32963

Jeffrey J. Zimmer
3005 Hammock Way
Vero Beach, FL 32963

REQUIRED SIGNATURE:



Jerald A. Jacobs, Member

In accordance with Section 608.408.(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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