

THE UNITED STATES CORPORATION

ACCOUNT NO. : 07210000032

REFERENCE :

550969

AUTHORIZATION:

COST LIMIT : \$ 155.00

ORDER DATE: January 13, 2000

ORDER TIME: 11:36 AM

ORDER NO. : 550969-005

CUSTOMER NO: 118517A

CUSTOMER: Ms. Joyce Croy

FULLER HOLSONBACK & BIVINS FULLER HOLSONBACK & BIVINS

Suite 2650

100 N. Tampa Street Tampa, FL 33602

700003097607--3

DOMESTIC FILING

PINE ISLAND & SANTA BARBARA,

L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:





ARTICLES OF ORGANIZATION OF

PINE ISLAND & SANTA BARBARA, L.C.

The undersigned person, acting as the organizer of PINE ISLAND & SANTA BARBARA, L.C. (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company (the "Company") is: PINE ISLAND & SANTA BARBARA, L.C...

ARTICLE II. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE

The mailing and street address of the principal office of the Company is c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701.

ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701, and the name of the Company's initial registered agent at that address is John M. McCall.

ARTICLE IV. MANAGEMENT OF COMPANY

The business of the Company shall be a manager-managed company. The manager shall be elected annually by the members of the Company in a manner set forth in the Operating Agreement. The manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its Operating Agreement and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager is as follows:

John M. McCall 520 4th Street North St. Petersburg, Florida 33701

The manager shall serve in that capacity until the first-annual meeting of members or until his successor is elected and qualified. The number of managers may be increased or decreased as set forth in the Operating Agreement.

ARTICLE V. RESTRICTION ON TRANSFER OF INTERESTS

Membership interests in the Company shall be subject to transfer restrictions. These transfer restrictions are specifically set forth in the Company's Operating Agreement.

ARTICLE VI. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the dissolution of the Company 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 Company (collectively, a "withdrawal event"), the business of the Company shall continue upon the consent of a majority in interest (as defined in the Operating Agreement) of the remaining members. The consent of a majority in interest of the remaining members to continue the business of the Company must be in writing and obtained within ninety (90) days after the occurrence of the withdrawal event. If a majority in interest of the remaining members do not consent to continue the business of the Company, the Company will dissolve automatically, without further action of the members, upon the occurrence of a withdrawal event.

ARTICLE VII. ORGANIZER

The name and street address of the organizer, who is the President and an authorized representative of a member of the Company, executing these Articles of Organization is: John M. McCall, c/o Baycorp Development, Inc., 520 4th Street North, St. Petersburg, Florida 33701.

ARTICLE VIII. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the members, shall be as prescribed by the Secretary of State of the State of Florida, and shall be sworn and subscribed to by a majority in interest of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

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			Name:_	John .	M. M. Call	f		25		<u> </u>
			Title:	Presid	eut			ு அ	ζ	·

STATE OF FLORIDA COUNTY OF Mellas

The foregoing Articles of Organization were acknowledged before me this // day of January, 2000, by John M. McCall, as President of Baycorp Development, Inc., a Florida corporation and a member of Pine Island & Santa Barbara, L.C., on behalf of the corporation and Pine Island & Santa Barbara, L.C. He/she is personally known to me ___ or who has produced _____ as identification.

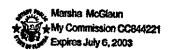
Marsha M = Maur Public Notary Public

State of Flows.
My Commission Expires:

Marsha McGlaun

My Commission CC844221

Captres July 6, 2003



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APPROVED

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, <u>Florida Statutes</u>, the following is submitted:

That PINE ISLAND & SANTA BARBARA, L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, c/o Baycorp Development, Inc., at 520 4th Street North, St. Petersburg, Florida 33701, has named John M. McCall as its agent to accept service of process within the State of Florida.

Having been named as registered agent and to accept service of process for the above stated limited liability 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 statues 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.

DATED this //* day of January, 2000.

JØHN M. McCALL