

L00000000 1600



ACCOUNT NO. : 072100000032

REFERENCE : 585563 7103152

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 130.00

ORDER DATE : February 11, 2000

ORDER TIME : 1:58 PM

ORDER NO. : 585563-005

500003133225--2

CUSTOMER NO: 7103152

CUSTOMER: Kenneth R. Johnson, Esq
GOODLETTE COLEMAN & JOHNSON,
GOODLETTE COLEMAN & JOHNSON,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: WINDSOR PLACE ASSOCIATES,
L.L.C.

EFFECTIVE DATE:

EFFECTIVE DATE
2-10-00

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
00 FEB 11 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
00 FEB 11 PM 2:51
TALLAHASSEE, FLORIDA
B
2-11-00

ARTICLES OF ORGANIZATION

OF

WINDSOR PLACE ASSOCIATES, L.L.C.,
a Florida Limited Liability Company

The undersigned, being a Member and the Manager 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
COMPANY NAME

The name of the limited liability company (the "Company") shall be **WINDSOR PLACE ASSOCIATES, L.L.C.**

Article II
PRINCIPAL PLACE OF BUSINESS

The initial mailing address and street address of the principal office of the Company shall be **27040 Old US-41 Road, Bonita Springs, FL 34135.**

Article III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of the Company is **4001 Tamiami Trail North, Suite 300, Naples, FL 34103** and the name of the initial registered agent at such address is **Kenneth R. Johnson**.

Article IV

ADMISSION OF MEMBERS

Initially, the Company shall have FIVE (5) Members. The Members of the Company may admit new members to the Company by vote of a majority in interest of the Members or by reason of a transfer of a membership interest in whole or in part, as more fully described in and subject to the terms, conditions and consent requirements set forth in the Regulations of the Company. Newly admitted members shall have all the rights and privileges as set forth in the Regulations of the Company.

C:\KRJ\
Windsor Place
Articles

Article V
EFFECTIVE DATE

The Company's effective date of existence shall begin on February 10, 2000.

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 unanimously agree to continue the business of the Company provided there are at least two (2) remaining Members.


Article VII
ADOPTION OF REGULATIONS

The initial Regulations of the Company shall be adopted by the Company's initial Members. The 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
MANAGER

The company will be managed by a Manager or Managers who shall be designated, appointed or elected as more fully described in the Regulations. The initial number of Managers of the Company shall be one (1). The number of Managers may be increased or decreased in accordance with the terms of the Regulations. The name and business address of the person who shall serve as Manager until replaced in the manner set forth in the Regulations is: **A. JAMES KEYSER, 27040 Old US-41 Road, Bonita Springs, FL 34135.**

IN WITNESS WHEREOF, the undersigned, being a Member and the Manager of the Company has executed these Articles of Organization on this 10th day of February, 2000, for the purpose of forming a limited liability company under the Florida Limited Liability Act .



A. JAMES KEYSER,
Member and Manager

00 FEB 11 11:25:51
STATE
FILED
4400

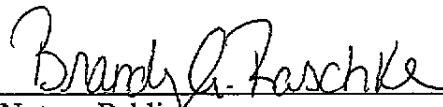
ACCEPTANCE BY REGISTERED AGENT

I, **KENNETH R. JOHNSON**, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated hereinabove, 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.


KENNETH R. JOHNSON,
Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me on this 10th day of February, 2000, by
KENNETH R. JOHNSON, who is personally known to me.


Notary Public
Print Name: _____
State of Florida at Large
My Commission Expires: _____

(Notary Seal)

