



**THE UNITED STATES CORPORATION COMPANY**

**L00000000 3361**

ACCOUNT NO. : 072100000032  
 REFERENCE : 637481 11511A  
 AUTHORIZATION :  
 COST LIMIT : PPD

FILED  
 00 MAR 24 PM 1:42  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

ORDER DATE : March 24, 2000  
 ORDER TIME : 10:55 AM  
 ORDER NO. : 637481-005  
 CUSTOMER NO: 11511A

CUSTOMER: Ms. Patricia Murty  
 TIMOTHY J. MURTY, ESQ.  
 TIMOTHY J. MURTY, ESQ.  
 Suite A  
 1633 Periwinkle Way  
 Sanibel, FL 33957-4404

L00-3361

Name Available	<i>[Signature]</i>
Secretary	<i>[Signature]</i>
Director	<i>[Signature]</i>
Manager	<i>[Signature]</i>
Assistant	<i>[Signature]</i>
W. P. Verwey	<i>[Signature]</i>

DOMESTIC FILING

NAME: MANGROVE ESTATE PROPERTIES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
 \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

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 00 MAR 24 PM 12:10  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
MANGROVE ESTATE PROPERTIES, L.L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act., Chapter 608, Florida Statutes, hereby make, acknowledge and file the following Articles of Organization:

**ARTICLE ONE  
NAME**

The name of the Limited Liability Company is **MANGROVE ESTATE PROPERTIES, L.L.C.**

**ARTICLE TWO  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1633 Periwinkle Way, Suite A, Sanibel, Florida 33957

**ARTICLE THREE  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2030, unless the Company is earlier dissolved, as provided in these Articles of Organization.

**ARTICLE FOUR  
PURPOSES AND POWERS**

The general purpose for which the company is organized is to acquire, own, develop and manage real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE FIVE  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 1633 Periwinkle Way, Suite A, City of Sanibel, County of Lee, State of Florida 33957, and the name of its initial registered agent at such address is **TIMOTHY J. MURTY, ESQ.**

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**ARTICLE SIX  
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of ONE HUNDRED TWENTY-NINE THOUSAND AND 00/100 DOLLARS (\$129,000.00), cash, shall be paid to the Limited Liability Company by the two (2) Members in the percentage set forth opposite their respective names.

MICHAEL M. NEAL	Fifty Percent (50%)
YVONNE F. NEAL	Fifty Percent (50%)

**ARTICLE SEVEN  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the Members or, in lieu thereof, only upon the unanimous consent of all the Members.

**ARTICLE EIGHT  
ADMISSION OF NEW MEMBERS  
(TRANSFERABILITY OF INTERESTS)**

No additional Members shall be admitted to the company except with the unanimous written consent of all the Members of the Company and upon such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless all the other Members of the Company, other than the Member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

**ARTICLE NINE  
TERMINATION OF EXISTENCE  
(CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or manager, or upon the occurrence of any other event that terminates the continued Membership of a Member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining Members, provided there are at least two (2) remaining Members.

**ARTICLE TEN  
MANAGEMENT BY MEMBERS**

The Limited Liability Company, consisting of two (2) Members, is to be managed by the Members in accordance with regulations adopted by the Members for the management of the business and affairs of the Company. These 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. The names and addresses of the Members of the Company are:

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MICHAEL M. NEAL

920 Michigan Avenue  
Columbus, Ohio 43215

YVONNE F. NEAL

920 Michigan Avenue  
Columbus, Ohio 43215

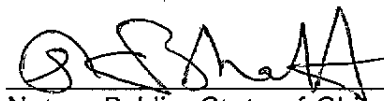
IN WITNESS WHEREOF, the undersigned, being one of the original Members of the Limited Liability Company, has made and subscribed these Articles of Organization for the foregoing uses and purposes.

Executed by the undersigned at Columbus, Ohio, on the 23<sup>rd</sup> day of March, 2000.

  
MICHAEL M. NEAL

STATE OF OHIO  
COUNTY OF FRANKLIN

23<sup>rd</sup> The foregoing instrument was acknowledged before me, the undersigned authority, this day of March, 2000, by MICHAEL M. NEAL, to me well known and known to be the person described in and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed. \_\_\_\_\_ He is personally known to me or \_\_\_\_\_ He has produced the following as identification Ohio Drivers license

  
Notary Public, State of Ohio  
SANJAY K. BHATT  
NOTARY PUBLIC, STATE OF OHIO  
My commission has no expiration date.  
Section 147.03 R.C.

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1, The name of the limited liability company is: MANGROVE ESTATE PROPERTIES, L.L.C.

2. The name and address of the registered agent and office is:

TIMOTHY J. MURTY, ESQ.  
1633 Periwinkle Way, Suite A  
Sanibel, Florida 33957

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the 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.

  
TIMOTHY J. MURTY

March 22, 2000

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