



THE UNITED STATES
CORPORATION
COMPANY

L00000003547

ACCOUNT NO. : 072100000032

REFERENCE : 642851 10250A

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 125

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 29 PM 2:08

FILED

ORDER DATE : March 29, 2000

ORDER TIME : 12:45 PM

ORDER NO. : 642851-010

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CUSTOMER NO: 10250A

CUSTOMER: Ms. Chris L. Wohlbrandt
VOGEL LAW OFFICE
VOGEL LAW OFFICE
Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

NAME: SANDPIPER GULF RESORT II, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

100-3547
3-29

Mr. Tolson	
Mr. Ladd	
Mr. Nichols	
Mr. Belmont	
Mr. Mohr	
Mr. DeLoach	
Mr. Casper	
Mr. Callahan	
Mr. Conrad	
Mr. Felt	
Mr. Gale	
Mr. Rosen	
Mr. Sullivan	
Mr. Tavel	
Mr. Trotter	
Tele. Room	
Miss Holmes	
Miss Gandy	

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SANDPIPER GULF RESORT II, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I
NAME**

The name of the Limited Liability Company is **Sandpiper Gulf Resort II, LLC.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 242 Third Street North, Naples, Florida 34102.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be: 50 years or until dissolved in any manner provided by law or as provided in the regulations adopted by the members.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by Managers and the name and address of each such manager who is to serve until a successor is elected and qualified is:

Herbert C. Pohlmann
242 Third Avenue North
Naples, Florida 34103

Thomas Lund
242 Third Avenue North
Naples, Florida 34103

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

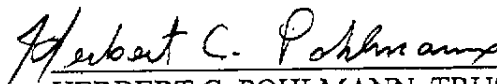
Upon approval by 51% of the Units, the Company is authorized to issue additional Units in the Company and to admit Additional Members to the Company.

ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the company shall have the right to continue the business 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 Limited Liability Company.

These Articles are executed this 28th day of March, 2000 by an undersigned Member of **Sandpiper Gulf Resort II, LLC**, pursuant to the Florida Limited Liability Company Act, Florida Statute §608.401 et seq.

MEMBER:



HERBERT C. POHLMANN, TRUSTEE OF THE
HERBERT CHARLES POHLMANN, JR.
DECLARATION OF TRUST, June 15, 1990

00 MAR 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the Limited Liability Company is:

SANDPIPER GULF RESORT II, LLC

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

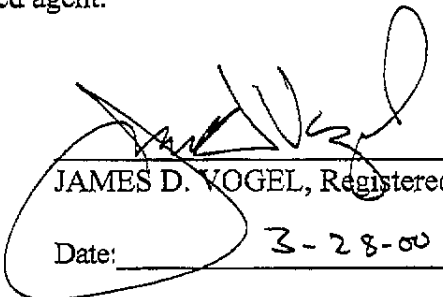
James D. Vogel, Esquire

3936 Tamiami Trail North, Suite B
Naples, Florida 34103

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 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.


JAMES D. VOGEL, Registered Agent

Date: 3-28-00