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ACCOUNT NO. : 072100000032

REFERENCE : 645696 10250A

AUTHORIZATION :

Patricia P. P.

COST LIMIT : \$ 125.00

FILED
00 MAR 30 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 30, 2000

ORDER TIME : 3:22 PM

ORDER NO. : 645696-005

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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, LLC

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: ANDREA MABRY

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

100-3645-331

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ARTICLES OF ORGANIZATION
OF
SANDPIPER GULF RESORT, LLC

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

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

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 5550 Estero Boulevard, Fort Myers Beach, Florida 33931.

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 North Third Avenue
Naples, Florida 34103

TCL Realty, Inc.
8889 Pelican Bay Blvd., Suite 500
Naples, Florida 34108

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 30th day of March, 2000 by the undersigned authorized representative of **Sandpiper Gulf Resort, LLC**, pursuant to the Florida Limited Liability Company Act, Florida Statute §608.401 et seq.

AUTHORIZED REPRESENTATIVE OF A
MEMBER:



JAMES D. VOGEL
Authorized Representative

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TALLAHASSEE, FLORIDA

**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, LLC

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

James D. Vogel, Esquire

3936 Tamiami Trail North, Suite
Naples, Florida 34103

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TALLAHASSEE, 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 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: 3-30-00