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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 685850 82724A

AUTHORIZATION : Patricia Pujut

COST LIMIT : \$ 155.00

ORDER DATE : May 4, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 685850-005

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CUSTOMER NO: 82724A

CUSTOMER: Michele Wothe, Legal Asst  
MORRISON & CONROY  
MORRISON & CONROY  
3838 Tamiami Trail North  
Suite 402  
Naples, FL 34103-3507

DOMESTIC FILING

NAME: WHIPPORWILL PINES, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY -4 AM 11:30

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**ARTICLES OF ORGANIZATION  
OF  
WHIPPORWILL PINES, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is WHIPPORWILL PINES, LLC, referred to in these Articles of Organization as the "Company." The principal office and mailing address of the Company is 533 Turtle Hatch Lane, Naples, Florida 34103.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The Company's registered agent is David N. Morrison, whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is David N. Morrison, Esq., who is a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

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## ARTICLE VI MANAGEMENT

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the managing member is:

Mark C. Bates  
533 Turtle Hatch Lane  
Naples, Florida 34103

## ARTICLE VII CONTRIBUTIONS

The members in the aggregate have contributed to the Company One Hundred Dollars (\$100.00) in cash.

## ARTICLE VIII ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's operating agreement.

## ARTICLE IX DISSOLUTION

### Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least two (2) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the

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dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

## **ARTICLE X DISTRIBUTIONS**

### **Section 10.01 Interim Distributions**

The Company may make interim distributions of property to its members as agreed by all of the members.

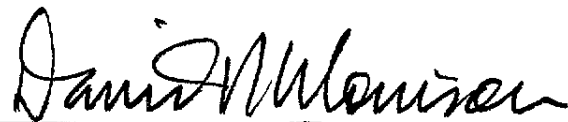
### **Section 10.02 Winding-Up Distributions**

The Company may make winding-up distributions of property to its members as agreed by all of the members.

## **ARTICLE XI RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 3<sup>rd</sup> day of May, 2000.



David N. Morrison, Esq.

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ 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: WHIPPORWILL PINES, LLC
2. The name and address of the registered agent and office is:

David N. Morrison, Esq.  
Morrison & Conroy, P.A.  
3838 Tamiami Trail North, Suite 402  
Naples, Florida 34103

*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 accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
David N. Morrison, Esq.

— May 3, 2000

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