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August 2, 2000

JAMES F. CAUDILL  
J. THOMAS CONROY, III  
BOARD CERTIFIED REAL ESTATE LAWYER  
KRISTIN M. CONROY, L.L.M.  
DAVID N. MORRISON

*Via Federal Express*

Secretary of State  
The Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-08/03/00--01081--004  
\*\*\*155.00 \*\*\*155.00

Re: Articles of Organization for  
Vanderbilt Automotive Center, L.L.C.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed is a check in the amount of \$155.00 to cover the following costs:

1. \$100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$155.00

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Encl. Acknowledgement	DCC
W. P. Verifier	DCC

Very truly yours,

MORRISON & CONROY, P.A.

*A L Hebda*  
Andrea L. Hebda  
Secretary to David N. Morrison

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
VANDERBILT AUTOMOTIVE CENTER, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is Vanderbilt Automotive Center, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 533 Turtle Hatch Lane, Naples, Florida 34103. The Company's registered agent is David N. Morrison, Esq., whose office is located at 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.

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**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Mark C. Bates 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.

## **ARTICLE VI MANAGEMENT**

The Company is to be managed by the Member 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, who, individually, shall have that authority. The name and address of the Managing Member is:

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

## **ARTICLE VII CONTRIBUTIONS**

The Member in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

## **ARTICLE VIII DISSOLUTION**

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. 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 dissociation, consent to avoid dissolution is obtained from all of the remaining Members, if any, or their duly authorized attorneys-in-fact. The consent may be by vote, at a properly called Member meeting, or in writing.


## **ARTICLE IX DISTRIBUTIONS**

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

**ARTICLE X**  
**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 1<sup>st</sup> day of August, 2000.

  
By: Mark C. Bates  
Its: Managing Member

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

PURSUANT TO THE PROVISIONS OF SECTIONS 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: Vanderbilt Automotive Center, L.L.C.
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.

August 1<sup>st</sup>, 2000

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