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FRANK WOTITZKY  
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(OF COUNSEL)

## TRANSMITTAL LETTER

October 6, 2000

TO: LLC Section

SUBJECT: ACCORDING TO HOYLE, L.C.

100003423251--1  
-10/12/00--01077--013  
\*\*\*\$130.00 \*\*\*\$130.00

Dear Sir or Madam:

The enclosed "Articles of Organization" and "Certificate of Designation of Registered Agent/Registered Office", and check in the amount of \$130.00 (\$100.00 filing fee, \$25.00 Registered Agent Fee, and \$5.00 for Certificate of Status) are submitted to register the above referenced limited liability company in the State of Florida.

Please return all correspondence concerning this matter to the following:

Hal F. Wotitzky, Esquire  
Wotitzky, Wotitzky, Ross & Goldman, P.A.  
223 Taylor Street  
Punta Gorda, FL 33950-4427

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00 OCT 12 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Hal F. Wotitzky, Esquire at (941) 639-2171

COURIER ADDRESS:

New Filing Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

LLC Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

10/17

## Articles of Organization for According to Hoyle, L.C.

The undersigned person, acting as an organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following articles of organization:

1. **Name.** The name of this limited liability company is "**According to Hoyle, L.C.**".
2. **Duration.** The period of this limited liability company is perpetual, unless sooner dissolved.
3. **Purpose.** The purpose for which this company is organized is to sell and manage real estate properties and to perform or engage in any other lawful purpose.
4. **Principal Place of Business.** The address of its principal place of business is:

309 Tamiami Trail, Unit 113  
Punta Gorda, FL 33950

5. **Registered Agent & Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these articles, is:

Hal F. Wotitzky, Esquire

The address of its registered office is:

223 Taylor Street  
Punta Gorda, FL 33950

6. **Additional Capital Contribution of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and never can an additional capital contribution be required at the request of non-member third parties.

7. **Admission of Additional Members.** Additional members may be admitted with the unanimous consent of the existing members.

8. **Continuity.** The members of this company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in this company. Continuation may occur only pursuant to the terms of the operating agreement or under the terms of the Florida Limited Liability Company Act.

9. **Return of Capital and Distribution of Profits.** The members' right to a return of capital shall be determined from the company's books as of the effective date of an interim distribution, sale of the property and/or termination of the company, provided generally accepted accounting practices permit a return without jeopardizing the company's financial solvency. Members agree to share income and surplus according to the percentage of their ownership in the company.

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10. **Withdrawal of a Member.** Members agree not to withdraw except pursuant to the terms of the operating agreement or as provided by the provisions of the Florida Limited Liability Company Act.

11. **Management.** The business of this company shall be conducted under the exclusive management of its members, who shall vote according to their proportionate capital interest in this company and shall have exclusive authority to act for this company in all matters. The members who will serve as managers are:

James A. Crumbaugh III

12. **Agency Powers of Members.** Every member of this company has the express and specific agency power to bind the entity only when the member is acting pursuant to written resolutions or memorandum of this entity.

13. **Indemnification.** This company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

- [a] Conducted himself/herself/itself in good faith;
- [b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interests; and,
- [c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Limited Liability Company Act.

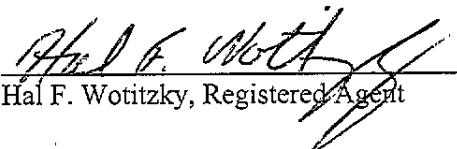
Dated this 6<sup>th</sup> day of October, 2000.

  
James A. Crumbaugh III, Organizer

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TALLAHASSEE, FLORIDA

### Consent to Appointment as Registered Agent

I, Hal F. Wotitzky, Esquire, accept appointment as registered agent, and further state that I am familiar with the duties of a registered agent.

  
Hal F. Wotitzky, Registered Agent

**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: **According to Hoyle, L.C.**
2. The name and address of the registered agent and office is:

Hal F. Wotitzky, Esquire  
223 Taylor Street  
Punta Gorda, FL 33950

*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.*

  
Hal F. Wotitzky, Registered Agent

10/05/00  
Date

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OCT 12 AM 9:27  
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TALLAHASSEE, FLORIDA