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Board Certified Florida Bar Real Estate
Board Certified Creditor's Rights - CLLA

PLEASE REPLY TO:
FORT MYERS OFFICE

May 7, 2001

VIA FEDERAL EXPRESS

Secretary of State, State of Florida
Corporation Division - Limited Liability Companies
409 E. Gains Street
Tallahassee, FL 32399

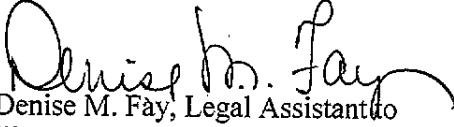
Re: Master Plan, L.L.C.

To Whom It May Concern:

Please find enclosed Articles of Organization for Master Plan, L.L.C.. Attached to the Articles is a Statement Designating Registered Agent and Office. Also enclosed is our firm's \$125.00 check payable to the State. This check represents the State's fee to file the Articles.

If there are any questions or comments, please feel free to call me. Thank you.

Sincerely,


Denise M. Fay, Legal Assistant to
Thomas M. Dryden

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JANET G. STONE

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 2001

DENISE FAY
PO BOX 1470
FORT MYERS, FL 33902

SUBJECT: MASTER PLAN, L.L.C.
Ref. Number: W01000010746

We have received your document for MASTER PLAN, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 401A00028563

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TAMMI CLINE
DOCUMENT SPECIALIST
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF**

MASTER PLAN, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for-profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME, MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **MASTER PLAN, L.L.C.**, and its mailing address is **4812 Esplande St., Bonita Springs, Florida, 34134**, and its principal office shall be located at **4812 Esplande St., in the City of Bonita Springs, County of Lee, State of Florida**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association,

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or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations; and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers; provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed construed as authorizing or permitting, or purporting to

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

1. **Glory, L.L.C., 4812 Esplande St., Bonita Springs, FL 34134**

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members..

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$2,500.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on the earlier of the anniversary date of the commencement of business or a unanimous written vote of the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until indefinitely or until the unanimous written vote of the members, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **4812 Esplande St., City of Bonita Springs,**

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SECRETARY

County of Lee, State of Florida, and the name of the company's initial registered agent at that address is Mark D. McCleary.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **MASTER PLAN, L.L.C.**

Executed by the undersigned at the law offices of Thomas M. Dryden, DeBoest, Knudsen, et al, 1415 Hendry Street, Fort Myers, Florida 33901 on May 7, 2001.



Mark D. McCleary

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CLERK OF COURT
LEE COUNTY, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE
FOR
MASTER PLAN, L.L.C.**

State of Florida
County of Lee

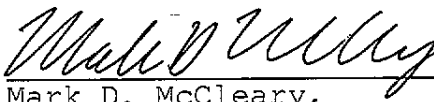
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **MASTER PLAN, L.L.C.**

The name of the registered agent for **MASTER PLAN, L.L.C.**, is **Mark D. McCleary**, and the street address of the company's principal office where the agent is located is 4812 Esplande St., Bonita Springs, Florida 34134.

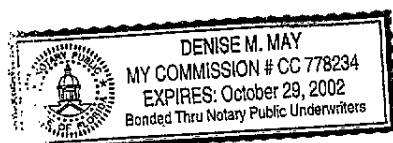
This statement is to acknowledge that, as indicated above, **MASTER PLAN, L.L.C.**, has appointed me, **Mark D. McCleary**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to 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.

Dated May 7, 2001.


Mark D. McCleary,
Registered Agent

The foregoing instrument was acknowledged before me this May 7, 2001 [date] by Mark D. McCleary, agent on behalf of **MASTER PLAN, L.L.C.**, a limited liability company. ☒ He is personally known to me or has produced N/A [type of identification] identification.


Notary Public



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