

**Electronic Articles of Organization  
For  
Florida Limited Liability Company**

**L01000015715  
FILED  
September 13, 2001  
Sec. Of State**

**Article I**

The name of the Limited Liability Company is:

WINDROSE HOTEL GROUP, LLC

**Article II**

The street address of the principal office of the Limited Liability Company is:

330 FOURTH ST. NORTH  
ST. PETERSBURG, FL. 33701

The mailing address of the Limited Liability Company is:

P.O. BOX 1261  
ST. PETERSBURG, FL. 33731

**Article III**

The name and Florida street address of the registered agent is:

WINDSTONE DEVELOPMENT INTL., LLC  
3273 MUIRFIELD  
SUITE 100  
FT. LAUDERDALE, FL. US 33332

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.

Registered Agent Signature: HOWARD J. WILLIS

## **Article IV**

The name and address of members/managers are:

WINDSTONE DEVELOPMENT INTL., LLC  
330 FOURTH ST. NORTH  
ST. PETERSBURG, FL. 33701

Title: MGR  
W. DAVID MOORE  
330 FOURTH ST. NORTH  
ST. PETERSBURG, FL. 33701

## **Article V**

### **ARTICLES OF ORGANIZATION OF WINDROSE HOTEL GROUP, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

## **Article VI**

1. NAME. The name of this limited liability company is WindRose Hotel Group, LLC.
2. DURATION. The latest date upon which the limited liability company is to dissolve is December 31, 2099.
3. MAILING ADDRESS AND STREET ADDRESS. The company's mailing address is: P.O. Box 1261, St. Petersburg, FL 33731 and the street address is: 330 Fourth St. North, St. Petersburg, FL 33701.
4. REGISTERED AGENT AND OFFICE. The name of the initial registered agent of the company is Windstone Development Intl, LLC. The street address is 330 Fourth St. North, St. Petersburg, Florida, 33701.
5. ADDITIONAL MEMBERS. Additional members to the Company may be admitted, but only if the two Co-Managing Members both agree to the admission of the additional members and to the terms of admission.

## **Article VII**

6. TERMINATION OF MEMBERSHIP. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. MANAGEMENT OF THE COMPANY. The management of the limited liability company is reserved to the members, through a managing member. The following will be initial managing member:  
Name and Address:  
W. David Moore 330 Fourth ST. North, ST. Petersburg,  
FL 33701
8. REGULATIONS. The members of the company shall have the power to adopt, alter, amend, or repeal regulations of the

**Article VII (continued)**

Company containing provisions for the regulation and management of the affairs of the Company. These regulations and other rules and conditions shall be incorporated by reference and hereby considered a part of these Articles by the attached Exhibit

9. DATE OF EXISTENCE OF COMPANY. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State. The undersigned executed these Articles of Organization effective as of the 25th day of August, 2001.

W. David Moore

**Article VIII**

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

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the limited liability company is:

WINDROSE HOTEL GROUP, LLC

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

WINDSTONE DEVELOPMENT INTL., LLC

3273 MUIRFIELD FT. LAUDERDALE, FL 33332

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.

WINDSTONE DEVELOPMENT INTL., LLC

REGISTERED AGENT

HOWARD J. WILLIS DATE: 8/24/01

PRESIDENT

Signature of member or an authorized representative of a member

Signature: W. DAVID MOORE