



THE UNITED STATES
CORPORATION
COMPANY

L020000001301

ACCOUNT NO. : 072100000032

REFERENCE : 728976 82724A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 155.00

ORDER DATE : January 16, 2002

ORDER TIME : 8:30 AM

500004781405--3

ORDER NO. : 728976-005

CUSTOMER NO: 82724A

CUSTOMER: Ms. Michele Caswell
Conroy Coleman & Hazzard, P.a.

2640 Golden Gate Boulevard
Suite 115
Naples, FL 34105

DOMESTIC FILING

NAME: VANDERBILT GALLERIA SOUTH,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
02 JAN 17 AM 10:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 JAN 17 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

1-17-02

**ARTICLES OF ORGANIZATION
OF
VANDERBILT GALLERIA SOUTH, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is **VANDERBILT GALLERIA SOUTH, 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 9150 Galleria Court, Suite 100, Naples, FL 34109. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III
DURATION**

The Company shall be perpetual.

**ARTICLE IV
ORGANIZER**

The organizers of the Company is Joseph E. D'Jamoos, a natural person at least eighteen (18) years old.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 17 AM 11:00

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**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 members as further provided in the Company's operating agreement. No members other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Joseph E. D'Jamoos
9150 Galleria Court, Suite 100
Naples, FL 34109

**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 in accordance with the provisions of the Operating Agreement.

02 JUN 17 AM 11:00
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TALLAHASSEE, FLORIDA

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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, as more particularly set forth in the Regulations for the Company.

(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 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.

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**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 15th day of January, 2002.

**VANDERBILT GALLERIA SOUTH,
L.L.C., a Florida limited liability company**

By: _____

Joseph E. D'Jamoos

Its: _____

Managing Member

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TALLAHASSEE, FLORIDA

**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:

VANDERBILT GALLERIA SOUTH, L.L.C.

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

J. Thomas Conroy, III
Conroy, Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

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.


J. Thomas Conroy, III

January 15, 2002

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VANDERBILT GALLERIA SOUTH L.L.C.
Designation of Registered Agent / Registered Office

02 JAN 17 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AND
FILED