

02000006891

ACCOUNT NO. : 072100000032

REFERENCE : 485133 *Patricia Pignato* 120708A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : March 20, 2002

ORDER TIME : 3:19 PM

ORDER NO. : 485133-005

CUSTOMER NO: 120708A

CUSTOMER: Ronald W. Ritchie, Esq
Ronald W. Ritchie, P.a.

Suite 4
5129 Castello Drive
Naples, FL 34103

800005137778--8

WDZ-7878

DOMESTIC FILING

NAME: GRASSY POINT ESTATES, LLC

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 MAR 23 PM 4:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 20 PM 2:49

WZ/22



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 21, 2002

CSC
SUSIE KNIGHT

SUBJECT: GRASSY POINT ESTATES, LLC
Ref. Number: W02000007878

RESUBMIT
Please give original
submission date as file date.

We have received your document for GRASSY POINT ESTATES, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

Your articles of organization reflect your limited liability company will be managed by the members of the company; however, your articles contain the name(s) and address(es) of the outside manager(s). Consequently, you must either amend your articles to reflect the company will not be managed by the members or substitute the title of Managing Member (MGRM) for the title of Manager (MGR) throughout your document.

Article VI states the entity is member-managed and lists a managing member, however, Article VII lists the manager. If the entity is member-managed, please remove Article VII.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 102A00016877

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RECEIVED
02 MAR 22 PM 1:54
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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GRASSY POINT ESTATES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I

NAME

The name of this limited liability company is GRASSY POINT ESTATES, LLC, referred to in these Articles of Organization as "Company."

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PM 2:49

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the Company is 1100 Commercial Boulevard, Suite 118, Naples, Florida 34104. The Company's registered agent is Dean A. Arnold, whose address is 1100 Commercial Boulevard, Suite 118, Naples, Florida 34104.

ARTICLE III

DURATION

Unless affirmatively dissolved, the Company shall have perpetual duration.

ARTICLE IV

ORGANIZER

The organizer of the Company is Dean A. Arnold, 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 BY MEMBER MANAGER

Section 6.01 Designation of Member Manager

(a) Member Manager. The Company will be managed by a member manager, who shall initially be Dean A. Arnold, whose address is 1100 Commercial Boulevard, Suite 118, Naples, Florida 34103, who will serve until the next scheduled annual elections of the Company.

(b) Removal. The member(s) may remove a member manager, without having to possess, state, or prove cause, by

(i) a vote of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the member manager whose removal is sought. The vote must be taken at a properly scheduled meeting of the members, and a member manager whose removal is sought may not vote, or

(ii) written consent of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the member manager whose removal is sought.

The removal of a member manager without stating or proving cause does not bar a later claim that the member manager engaged in misconduct while a member manager.

(c) Resignation. A member manager may resign by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the member manager must give notice by a means sufficient under the laws of the State of Florida. The resignation shall take effect ten (10) days after the date the member manager gives notice to all members, or at a later date stated in the notice of resignation.

(d) Replacement Member Manager. The members will elect a replacement member manager at a properly scheduled meeting of the members. The vote of members holding a majority of the voting power of all membership interests is necessary to elect a replacement member manager. In the case of the removal of a member manager under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement member manager. Once elected, the replacement member manager will have all of the powers and duties of the initial member manager.

Section 6.02 Authority of the Member Manager

Member Managers' Operational Authority. The member manager has the authority, in the name, and on behalf, of the Company to sign and deliver all contracts, agreements, leases, notes, mortgages and other documents and instruments which are necessary, appropriate or convenient for the conduct of the Company's business and the furtherance of its purposes. The signature of a sole member manager herein named is required and sufficient to bind the Company. This provision does not alter or waive any duty that a member manager may have to the Company concerning a member

manager's exercise of management authority.

Section 6.03 No Authority of Members

Except as authorized by the member manager, no 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.

ARTICLE VII

CONTRIBUTIONS

The member(s) in the aggregate have contributed to the Company \$5,000.00 in cash.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

The Company may admit new members only upon the unanimous written consent of all members as provided in the Company's operating agreement.

ARTICLE IX

IDENTIFICATION OF INITIAL MEMBER MANAGER

The initial Member Manager shall be Dean A. Arnold, 1100 Commercial Boulevard, Suite 118, Naples, Florida 34104.

ARTICLE X

DISSOLUTION

Section 10.01 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 10.01(b), the Company must have at least one remaining member.

(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 XI

DISTRIBUTIONS

Section 11.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed to by all of the members.

Section 11.02 Winding-Up Distributions

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

ARTICLE XII

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 19th day of March 2002.

By: _____

DEAN A. ARNOLD, Organizer
Managing Member

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this
19th day of March, 2002, by DEAN A. ARNOLD, who is personally
known to me (or has produced _____ as
identification) and who did/did not take an oath.

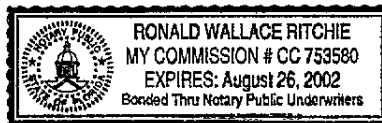
(S E A L)


NOTARY PUBLIC

Print Name - _____

Commission Number - _____

My Commission Expires: _____



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 and 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 **GRASSY POINT ESTATES, LLC.**

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

Dean A. Arnold
1100 Commercial Boulevard, Suite 118
Naples, Florida 34103

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ACKNOWLEDGMENT AND ACCEPTANCE

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.

DATED this 19th day of March, 2002.



DEAN A. ARNOLD, Registered Agent