

Tallahassee, Florida 32301 (850) 681-6528

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April 9, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Waterside Homes of Naples, LLC

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ARTICLES OF ORGANIZATION

OF

WATERSIDE HOMES OF NAPLES, LLC

The undersigned organizer hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be:

Waterside Homes of Naples, LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this Company shall be 305 Neptures Bi

ARTICLE III. TERM OF EXISTENCE

This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2051 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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ARTICLE V. NEW MEMBERS

No new members shall be admitted without the consent of sixty-six percent (66%) of existing members.

ARTICLE VI. CONTINUATION OF COMPANY

Remaining members of this Company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the sixty-six percent (66%) vote of the remaining members.

ARTICLE VII. MANAGEMENT

The Company shall be managed by its members pursuant to Florida Statutes Section 608

The names and addresses of the initial members are as follows:

Dennis Smith 305 Neptunes Bight Naples, Florida 34103 Thomas M. Scholten 705 Starboard Drive Naples, Florida 34103

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

- 1. The name of the initial registered agent of the Company is Jeff M. Novatt, Esquire.
- 2. The street address of the initial registered office of the Company shall be CHEFFY, PASSIDOMO, WILSON & JOHNSON, LLP, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102. The mailing address shall be CHEFFY, PASSIDOMO, WILSON & JOHNSON, LLP, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

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ARTICLE IX. ORGANIZER

The name and street address of the Organizer to these Articles of Organization is:

Jeff M. Novatt, Esq. Cheffy, Passidomo, Wilson & Johnson 821 Fifth Avenue South Suite 201 Naples, FL 34102

IN WITNESS WHEREOF, the undersigned, has hereunto set his hands, on this 2 day of April, 2002.

Jeff M. Novatt, Esq. Authorized Representative 02 APR -9 PM 3: 29 SECRETARY OF STATE LLI AHASSEE, FLORIDA

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this ______ day of April, 2002, in the City of Naples, State of Florida.

Jeff M. Novatt, Esq.

Registered Agent