

Division of Corporations

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## Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850)205-0383

## From: Gretchen Krohn

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## LIMITED LIABILITY COMPANY

WORTHINGTON HOLDINGS SOUTHWEST, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION  
OF  
WORTHINGTON HOLDINGS SOUTHWEST, LLC**

**ARTICLE I. - NAME**

The name of the limited liability company shall be Worthington Holdings Southwest, LLC (the "Company").

**ARTICLE II. - MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is:

6150 Diamond Center Court, #1300  
Fort Myers, FL 33912

**ARTICLE III. - EFFECTIVE DATE**

The Company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: (a) December 31, 2052; (b) the occurrence of any event of dissolution described in the Operating Agreement of the Company; or (c) the occurrence of any other event of dissolution specified in the Florida Limited Liability Company Act, as the same may be amended from time to time, or any corresponding provision of succeeding law (the "Act"); provided, however, that the Company shall not be dissolved and shall not be required to be wound up if the remaining members consent and elect to continue the business of the Company in accordance with the Operating Agreement of the Company or the Act, as the case may be.

**ARTICLE IV. - INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company is:

**Name**

**Address**

Jeff Darragh

6150 Diamond Center Court, #1300  
Fort Myers, FL 33912

**ARTICLE V. - PURPOSE**

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be

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organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**ARTICLE VI. - MANAGEMENT OF THE COMPANY**

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following is the names and addresses of the initial Managers who shall serve as Managers of the Company until their successors are elected and qualified:

| <u>Name</u>   | <u>Address</u>  |
|---------------|---|
| Jeff Darragh  | 6150 Diamond Center Court, #1300<br>Fort Myers, FL 33912    |
| John Gnagey   | 6150 Diamond Center Court, #1300<br>Fort Myers, FL 33912    |
| Deborah Karl  | 480 E. Wilson Bridge Road, Suite C<br>Worthington, OH 43085 |
| Glenn Liebert | 480 E. Wilson Bridge Road, Suite C<br>Worthington, OH 43085 |

**ARTICLE VII. - OPERATING AGREEMENT**

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned, being one of the Members of the Company, has executed these Articles of Organization, this 10 day of APRIL, 2002.

THE WORTHINGTON GROUP OF  
SOUTHWEST FLORIDA, INC., d/b/a  
THE WORTHINGTON GROUP,  
Member

By: 

Jeff Darragh, President

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**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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Worthington Holdings Southwest, LLC.

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

Jeff Darragh  
6150 Diamond Center Courtay, #1300  
Fort Myers, FL 33912

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.



Jeff Darragh, Registered Agent

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