

LO2000009323**Florida Department of State**

Division of Corporations

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(((H02000089738 7)))

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY**SCARMA BAY THREE, L.L.C.**

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$155.00 |

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ARTICLES OF ORGANIZATION

FOR

SCARMA BAY THREE, L.L.C.,
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute § 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be SCARMA BAY THREE, L.L.C.
2. **Address.** The mailing address and street address is 524 Eaton Street, Key West, FL 33040.
3. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: John S. Bohatch, Esquire, 2600 Douglas Road, PH-8, Coral Gables, Florida, 33134.
4. **Management of Company.** The company is to be managed by a member. The name and address of the member who is to manage is:

| <u>Name</u> | <u>Address</u> |
|---|--|
| Lynn H. Kephart, President of the Sunrise of Key West, Inc. and General Partner of the KHL & FSD I, LTD. | 524 Eaton Street Key West, FL 33040 |

5. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute § 608 as shall be prescribed by the Department of State.

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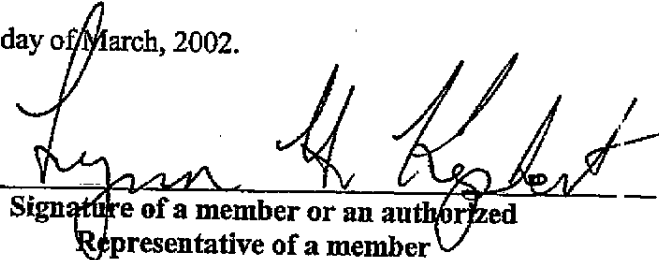
THIS INSTRUMENT PREPARED BY:
John S. Bohatch, Esquire
GUTTENMACHER & BOHATCH, P.A.
2600 Douglas Road, Penthouse 8
Coral Gables, Florida 33134

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6. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Membership Agreement.

Dated this 26th day of March, 2002.



Signature of a member or an authorized
Representative of a member

Lynn H. Kephart, President of the Sunrise of Key West, Inc.
and General Partner of the KHL & FSD I, LTD.
Managing Member of SCARMA BAY THREE, L.L.C.

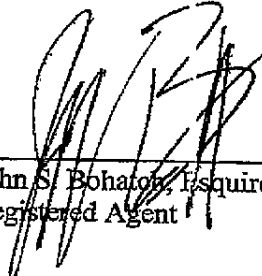
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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.



John S. Bohatch, Esquire
Registered Agent

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John S. Bohatch, Esquire
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