

**LD20000/10345**

**ROKNICH, GIBSON & KOHL-HELBIG, P.L.**

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2002 APR 25 PM 3:21  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

April 24, 2002

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

100005349281--4  
-04/25/02--01069--004  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Waterside Holdings of Sarasota, LLC

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization of Waterside Holdings of Sarasota, LLC and a check in the amount of \$125.00 to cover the cost of filing same.

If you should have any questions, please do not hesitate to call.

Very truly yours,

ROKNICH, GIBSON & KOHL-HELBIG, P.L.

By: \_\_\_\_\_

  
Lauren Kohl-Helbig

LKH:cw  
Enclosures

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ARTICLES OF ORGANIZATION OF  
WATERSIDE HOLDINGS OF SARASOTA, LLC

The undersigned certify that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WATERSIDE HOLDINGS OF SARASOTA, LLC, and its mailing address and principal place of business shall be 6639 Midnight Pass Road #8, Sarasota, Florida 34242 in the County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any lawful business or activity.
2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company. In the event that a unanimous vote cannot be reached, then the provisions of the Company Operating Agreement shall apply.

### ARTICLE IV

#### MANAGEMENT

This limited liability company is to be managed by the Members. The names and addresses of the persons who shall serve as managers until the first annual meeting of members or until a successor is elected and qualified are as follows:

Thomas D. Ward	4974 Fallcrest Circle Sarasota, Florida 34233
Edward W. Sharpenter	4960 Fallcrest Circle Sarasota, Florida 34233
Brian Livesey	1300 Tangier Way Sarasota, Florida 34239

### ARTICLE V

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members. The member or members continuing the business shall compensate the departing member pursuant to the regulations of this limited liability company contained in the separate agreement.

#### ARTICLE VI

##### DURATION

The date and time when the existence of the limited liability company shall commence shall be upon filing with the Florida Secretary of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent of the limited liability company is Thomas D. Ward, 4974 Fallcrest Circle, Sarasota, Florida 34233, County of Sarasota, State of Florida.

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 as provided for in Chapter 608, Florida Statutes.


  
Thomas D. Ward

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The undersigned, being members of the limited liability company, certify that this instrument constitutes the Articles of Organization of WATERSIDE HOLDINGS OF SARASOTA, LLC.

Executed by the undersigned on April 23, 2002.

  
Thomas D. Ward

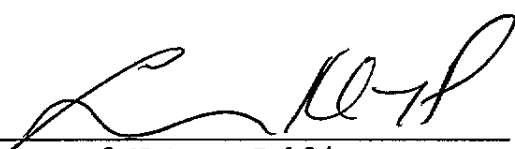
  
Edward W. Sharpenter

  
Brian W. Livesey

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23 day of April, ~~2001~~ by Thomas D. Ward, Edward W. Sharpenter and Brian W. Livesey, Members, on behalf of WATERSIDE HOLDINGS OF SARASOTA, LLC, a limited liability company, who are (Notary choose one) [i] personally known to me, or [ ] who have produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
Printed name of Notary Public  
My Commission expires:

