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**CHARLES PT PHOENIX**  
(239) or (941) 336-6253  
Admitted in Florida and Michigan

PLEASE REPLY TO  
FORT MYERS OFFICE

July 19, 2002

Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

200006555532--6  
-07/22/02--01072--011  
\*\*\*\*155.00 \*\*\*\*155.00

Re: **Terry's Cape Coral I, LLC**

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Acceptance of Appointment As Resident Agent of Terry's Cape Coral I, LLC. The Articles of Organization were previously sent by letter of June 11, 2002 and the Acceptance was inadvertently overlooked. A check in the amount of \$155.00 was also sent previously and was allocated as follows:

\$100.00 - filing fee  
\$25.00 - registered agent fee  
\$30.00 - certified copy

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Please attach the Acceptance to the Articles of Organization and return a certified copy of the complete set. I apologize for any inconvenience this may have caused. If you have any questions or concerns, I can be reached at (239) or (941) 336-6253.

Thank you for your cooperation in this matter.

Respectfully,

*Jackie Charmforoush*  
Jackie Charmforoush  
Legal Assistant to  
Charles PT Phoenix, Esq.

*L02-18471*  
*OK*

CPTP/jkc  
Enclosures

**ARTICLES OF ORGANIZATION  
FOR A DOMESTIC LIMITED LIABILITY COMPANY**

*Pursuant to the laws of the State of Florida, to wit Chapter 608 of the 2001 Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):*

**ARTICLE I**

The name of the limited liability company is:

Terry's Cape Coral I, LLC

**ARTICLE II**

The principal office shall be located at  
5700 Grillet Place, in the County of Lee, State of Florida.

The mailing address is  
5700 Grillet Place, Fort Myers, Florida 33919.

**ARTICLE III**

The initial registered agent is  
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at  
1833 Hendry Street, in the City of Fort Myers, County of Lee, State of  
Florida, with the postal zip code being 33901.

**ARTICLE IV**

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

**ARTICLE V**

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to

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conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles.

#### **ARTICLE VI**

The Company shall act under the direction of the members ("Members"), always pursuant to these Articles and the Operating Agreement.

#### **ARTICLE VII**

The membership interests in the Company shall be of one class, each membership interest maintaining voting rights proportionally to the Member's membership interest. Equity, profits and losses shall be allocated and distributed in accordance with the Operating Agreement. The membership interests shall have no further rights or preferences other than those specifically mandated by the Florida Limited Liability Company Act or as specified in the Operating Agreement.

The membership interests shall be limited in that all membership interests including every portion thereof, shall be subject to the Company's right of first refusal ("Right of First Refusal"). This Right of First Refusal provides that all membership interests must be offered to the Company before sale or other transfer to any other person or entity, whether a current member or not, under the exact terms of the proposed sale or transfer, so long as the proposed sale or transfer is at Fair Market Value, as defined infra. Where the proposed sale or transfer is not at Fair Market Value, as defined infra, the Company, at its option, may substitute the price terms with Fair Market Value, as defined infra, at its option. "Fair Market Value" means the price a particular property item will bring when offered for sale by a willing seller to a willing buyer in an arm's length transaction, neither being obliged to buy or sell. The membership interests shall have no limited other than those specifically mandated by the Florida Limited Liability Company Act or as specified in the Operating Agreement.

#### **ARTICLE VIII**

Additional members may be admitted to the Company upon the unanimous vote of all of the members of the Company.

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## ARTICLE IX

The Company shall exist in perpetuity, unless dissolved pursuant to the Florida Limited Liability Company Act or as provided in the Operating Agreement.

## ARTICLE X

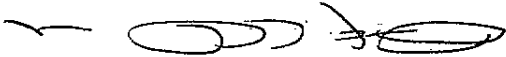
All documents evidencing membership interests shall clearly bear a legend indicating that the membership interests are subject to restrictions on transferability.

## ARTICLE XI

The Articles may only be amended, superceded or repealed upon the unanimous vote of all of the members of the Company.

## ACKNOWLEDGMENT

I, an authorized representative of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by any person or entity prior to the Company's formation, if any, execute these Articles this 19<sup>th</sup> day of July 2002.



Charles PT Phoenix, Esq.

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
Terry's Cape Coral I, LLC


I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608 of the 2001 Florida Statutes that are associated with the appointment.

  
Charles PT Phoenix, Esq.

State of Florida     )  
County of Lee        )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 19<sup>th</sup> day of July 2002.

  
Jacqueline K. Charmforoush  
Notary Public, State of Florida  
My commission number is DD 049245  
My commission expires August 13, 2005

