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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
ATTN: NEW FILINGS SECTION
P.O. Box 6327
Tallahassee, FL 32314

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-08/15/02--01049--001
***125.00 ***125.00

Re: WATERS HIGHLANDS, LLC

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Organization for the above-referenced corporation. Please file the original in your office, and return one (1) copy to me. I am including my check in the amount of \$125.00 to cover the filing fee.

Thank you for your kind assistance.

Yours sincerely,

William J. Nielander/cnw

William J. Nielander

WJN/cw

Enclosures

cc: Edward J. Waters

J. BRYAN AUG 16 2002

**ARTICLES OF ORGANIZATION OF
WATERS HIGHLANDS, L.L.C.**

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TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose 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 OF BUSINESS**

The name of the limited liability company shall be WATERS HIGHLANDS, L.L.C. and it's principal office shall be located at 6902 Compton Lane, City of Naples, County of Collier, State of Florida, 34104 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 activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. 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.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-

fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation rights, privileges, and immunities of limited liability companies for profit.

6. 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.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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 as 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.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: EDWARD J. WATERS and ANN W. WATERS, 6902 Compton Lane South, Naples, Florida 34104.

**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.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1.00 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members the last day of each calendar year.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the losses, by the members in equal shares.

**ARTICLE VIII
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law.

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ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 6902 Compton Lane South, City of Naples, County of Collier, State of Florida, and the name of the company's initial registered agent at that address is EDWARD J. WATERS.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WATERS HIGHLANDS, L.L.C.

Executed by the undersigned on this 14th day of August, 2002.

Edward J. Waters
EDWARD J. WATERS

Ann W. Waters
ANN W. WATERS

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14 day of August, 2002, by EDWARD J. WATERS and ANN W. WATERS, who are personally known to me to be the persons described as the subscriber in and who executed the foregoing Articles of Organization and acknowledged before me that they subscribed to these Articles of Organization.



Mildred Klock
My Commission CC958315
Expires August 2, 2004

Mildred Klock
Notary Public, State of Florida