

W02000022520



(5)

Bayshore Land Group, Inc. FLUC

a realty and development company

August 26, 2002

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

\$130 eff \$26

W02-25062

VIA U.P.S.
(850-245-6051)

RE: Articles of Organization
North Port Place, LLC

000007368840--0

-08/27/02--01036--008

****125.00 ****125.00

Enclosed is a check in the amount of \$125.00, made payable to: Florida Department of State, along with the Articles of Organization for North Port Place, L.L.C.

Please call me if you have any questions or need additional information.

Sincerely,

Christopher J. MacNair
Manager, North Port Place, L.L.C.

MJH

Attachments

DeptofStae.NPG

FILED
02 AUG 30 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 28, 2002

CHRISTOPHER J. MACNAIR
BAYSHORE LAND GROUP, INC.
255 ALHAMBRA CIRCLE, SUITE 325
CORAL GABLES, FL 33134

SUBJECT: NORTH PORT PLACE, LLC
Ref. Number: W02000025062

We have received your document for NORTH PORT PLACE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The address for the mailing, principal office and registered agent must include a CITY, also, you state in Article VI - Management that the company will be a MANAGER managed company, however, you list the names and addresses of the MANAGING MEMBERS.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 602A00050261

**ARTICLES OF ORGANIZATION
OF
NORTH PORT PLACE, LLC**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is North Port Place, LLC (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law. The effective date of these Articles of Organization shall be August 26, 2002.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and the mailing address of the Company is as follows: c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134. The name and address of the Company's initial registered agent in the State of Florida is as follows: Christopher J. MacNair, c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

FILED
02 AUG 30 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

ARTICLE VI
MANAGEMENT

The Company will be managed by one or more managers and is, therefore a manager-managed company. The names and addresses of the Company's managers are as follows:

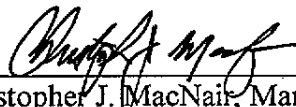
<u>NAME</u>	<u>ADDRESS</u>
Christopher J. MacNair	c/o Bayshore Land Group, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, Florida 33134
Jay Fertig	c/o Bayshore Land Group, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, Florida 33134

ARTICLE VII
PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MANAGER HAS EXECUTED
THESE ARTICLES OF ORGANIZATION ON THIS 29th DAY OF August, 2002.

North Port Place, LLC

By: 
Christopher J. MacNair, Manager

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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: North Port Place, LLC

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

Christopher J. MacNair
c/o Bayshore Land Group, Inc.
255 Alhambra Circle, Suite 325
Coral Gables, Florida 33134

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.



Christopher J. MacNair

August 29, 2002

(Date)