

CT CORPORATION SYSTEM

CORPORATION NAME

CPW Sunrise Associates, LLC

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/30/02

MS

Order#: 5619366

800008114328--3
-10/01/02--01003--008
****125.00 ****125.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

RECEIVED
02 SEP 30 PM 1:08
TALLAHASSEE, FL 32301

RECEIVED
02 SEP 30 PM 4:13
TALLAHASSEE, FL 32301

10/1/02

ARTICLES OF ORGANIZATION**OF****CPW SUNRISE ASSOCIATES, LLC**

02 SEP 30 PM 1:03
FALLS CHURCH, VA
FALLS CHURCH, VA

THE UNDERSIGNED Organizer desires to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, Fla. Stat. ch. §§ 608.401 *et seq.*, as amended from time to time (or any corresponding provisions of succeeding law) (the "Act"), and does hereby adopt the following Articles of Organization:

ARTICLE ONE

NAME OF COMPANY: The name of the limited liability company is CPW SUNRISE ASSOCIATES, LLC (the "Company").

ARTICLE TWO

DURATION: The period for the duration of the Company shall be perpetual, and the Company shall continue until it is dissolved in accordance with the provisions of Article Eight hereof and the Act.

ARTICLE THREE

ADDRESS: The initial mailing address and the initial street address of the principal office of the Company is 50 Midtown Park East, Mobile, Alabama 36606.

ARTICLE FOUR

PURPOSES: The purposes for which the Company is organized are:

(a) To purchase, own, hold, control, use, develop, improve, exchange, mortgage, lease, rent, sell, convey, or otherwise acquire and dispose of and deal generally in and with, real property, both improved and unimproved, all timber located or to be cultivated thereon, and any and all oil, gas and other minerals and mineral rights of every kind and any easement or other interest therein, wherever situate; to erect, or cause to be erected, on any lands owned, held or occupied by the Company, houses, buildings, or other structures, with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on lands so owned, held or occupied; to encumber, sell or otherwise dispose of any lands or interests in lands, timber located or hereafter cultivated thereon, and any buildings or other structures, at any time owned or held by the Company; and

(b) To acquire in any manner, subscribe for, purchase and invest in for cash or on margin, receive, hold, own, assign, transfer, sell or otherwise dispose of, endorse, create a security interest

in, pledge, or otherwise deal in or with shares of stock (whether publicly or privately held) and bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness of any corporation, association, firm, individual, or government or subdivision thereof; to make payment therefor in any lawful manner; to possess and exercise in respect thereof all the rights, powers, and privileges of individual owners or holders thereof, including any applicable voting rights; and to do anything for the preservation, protection, improvement, or enhancement of the value of any such shares, bonds, mortgages, debentures, notes, or other obligations, and to do anything designed for any such purpose; and

(c) To carry on a trade or business, form, organize, capitalize and invest in, alone or jointly with others, all types of business entities or trusts and to sell or otherwise dispose of the same to others; or to acquire general or limited partnership interests in a partnership, membership interests in a limited liability company or a joint venture, shares in a corporation, or interest in any syndication; and, in general, without limiting the foregoing, to conduct such activities as are usual and customary in connection with the stocks, bonds, securities, and other investments in corporations, partnerships, joint ventures, limited liability companies, trusts and other business entities; and

(d) In general, to take any and all actions, and to exercise any and all powers which it might now or hereafter be lawful for a limited liability company to do or exercise under the Act, or any act amendatory thereof or supplemental thereto that may be now or hereafter in force.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the Company is as follows:

1200 South Pine Island Road
Plantation, Florida 33324

and the name of the initial registered agent of the Company at said address is as follows:

CT CORPORATION SYSTEM

ARTICLE SIX

INITIAL MEMBERS: The names and mailing addresses of the Initial Members of the Company are as follows:

Midtown Associates, LLC

50 Midtown Park East
Mobile, AL 36606

Winston Company, LLC

56-B Midtown Park West
Mobile, AL 36608

Neverve, LLC

3145 Gulf Shores Parkway
Gulf Shores, AL 36542

ORGANIZER: The name and mailing address of the Organizer of the Company, who has been authorized to execute this document in connection with the formation of the Company, is as follows:

Leslie Weeks, Esq.
LaClede Building
150 Government Street
Suite 2000
Mobile, Alabama 36602

SEP 30 PM 1:00
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

SUBSTITUTE MEMBERS: Except as otherwise provided in the Operating Agreement of the Company, no transferee, designee, or legal representative of a Member shall become a Substitute Member, as that term is defined in the Operating Agreement of the Company, without the unanimous written consent of all of the non-transferring Members.

The Operating Agreement of the Company contains restrictions on the transfer, assignment, or hypothecation of a Member's Sharing Ratio Interest in the Company, as that term is defined in the Operating Agreement of the Company.

ARTICLE EIGHT

DISSOLUTION OF COMPANY: Notwithstanding any provision to the contrary, the Company shall continue and not dissolve as a result of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Members, or any other event that terminates the continued Membership of a Member, except as specifically provided in § 608.441 of the Act.

ARTICLE NINE

MANAGEMENT: The Company shall be managed by one (1) or more Managers. The Initial Manager who shall serve until its successor is elected and begins serving is as follows:

NEVERVE, LLC
3145 Gulf Shores Parkway
Gulf Shores, AL 36542

ARTICLE TEN

NO LIABILITY: The Members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Act.

IN WITNESS WHEREOF, the undersigned Organizer has hereunto affixed her signature on this the 27th day of September, 2002.



LESLIE WEEKS

THIS INSTRUMENT PREPARED BY:

Leslie Weeks, Esq.
HELMSING, LEACH, HERLONG,
NEWMAN & ROUSE, P.C.
150 Government Street, Suite 2000
Mobile, Alabama 36602
251/432-5521

H:\Library\11502\CPW Sunrise\cpw ao.wpd

02 SEP 30 PM 1:08
FBI
MOBILE, ALABAMA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that CPW SUNRISE ASSOCIATES, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization has named CT CORPORATION SYSTEM whose office is located at 1200 South Pine Island Road, Plantation, Florida 33324 as its agent to accept service of process within this State, and for its office to be the initial registered office of the Company.

ACKNOWLEDGMENT:

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, on behalf of CT CORPORATION SYSTEM, hereby accept the appointment as registered agent and agree to act in this capacity. I, on behalf of CT CORPORATION SYSTEM, further agree to comply with the provisions of all statutes relating to the proper and complete performance of CT CORPORATION SYSTEM's duties, and I, as a representative of CT CORPORATION SYSTEM, am familiar with and accept the obligations of CT CORPORATION SYSTEM's position as registered agent as provided for in Chapter 608, F.S.

CT CORPORATION SYSTEM
(Resident Agent)

By: Dale H. Morris
Its: Assistant Vice President