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NORTON HAMMERSLEY LOPEZ

941 954 4691

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Florida Department of State  
Division of Corporations  
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LIMITED LIABILITY COMPANY

Grounds for Giving, L.L.C.

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DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION  
OF  
GROUNDS FOR GIVING, L.L.C.**

The undersigned person, acting as the organizer of GROUNDS FOR GIVING, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of this limited liability company is:

GROUNDS FOR GIVING, L.L.C.

**ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE**

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

**ARTICLE III - PURPOSE**

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

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ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, FL 34236, and the name of the company's initial registered agent at that address is John M. Compton.

ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is 2975 Bee Ridge Road Suite D, Sarasota, FL 34239.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of at least sixty-five percent (65%) of all of the membership interests and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII - MANAGEMENT BY MANAGER

The company shall be managed by Managers and the name and address of the initial Managers are:

Jim Farmer  
2975 Bee Ridge Road, Suite D  
Sarasota, FL 34239

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Sheila Eisele  
2975 Bee Ridge Road, Suite D  
Sarasota, FL 34239

ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

ARTICLE IX - TERMINATION OF MEMBER

The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by at least sixty-five percent (65%) of all of the membership interests and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: DECEMBER 19, 2002.

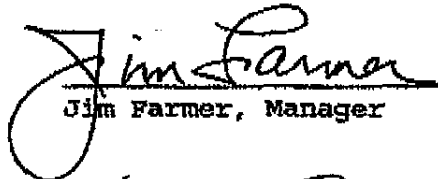
(In accordance with Section 608.408(3),  
Florida Statutes, the execution of this

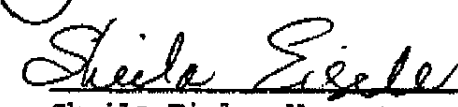
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document constitutes an affirmation under the  
penalties of perjury that the facts stated  
herein are true.)

  
Jim Farmer, Manager

  
Sheila Eisle, Manager

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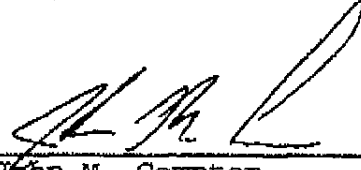
## GROUNDS FOR GIVING, L.L.C.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That GROUNDS FOR GIVING, L.L.C. desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, FL 34236, has named John M. Compton as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for GROUNDS FOR GIVING, L.L.C. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: 12/19, 2002.  
John M. ComptonFILED  
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