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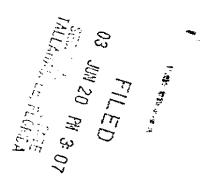
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		Art. of Amend. File
		RA Resignation
		Dissolution / Withdrawal
		Annual Report / Reinstatement
		Cert. Copy
		Photo Copy
		Certificate of Good Standing
		Certificate of Status
		Certificate of Fictitious Name
		Corp Record Search
		Officer Search
		Fictitious Search
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		Vehicle Search
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TAULE	Date Time	UCC 11 Retrieval
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ATRICLES OF ORGANIZATION OF THREE OAKS VILLAGE, LLC

<u>ARTICLE I</u>

NAME AND ADDRESS

The name of this Limited Liability Company shall be THREE OAKS VILLAGE LLC (the "Company"). The mailing address and street address of the principal office of the Company is 8825 Tamiami Trail East, Naples, Florida 34113.

ARTICLE II

DURATION

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company or as provided by law.

ARTICLE III

DESGINATION OR REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be Tamela Eady Wiseman, Esquire at 350 Fifth Avenue South, Suite 203, Naples, Florida 34102.

ARTICLE IV

THE MEMBERS

The sole member of the Company (hereinafter the "Members") shall be:

Lely Development Corporation, Inc.

ARTICLE V

MANAGEMENT OF COMPANY BUSINESS

The conduct of the Company's day to day business shall be performed by Luit deLange, as the Company's Manager. The Manager shall have the authority to take all action deemed necessary or desirable by him for the daily operation of the Company, except as otherwise provided herein or the Company's Operating Agreement. The Manager may also have the title of President. The address of the Manager is 8825 Tamiami Trail East, Naples, Florida 34113.

ARTICLE VI

ADDITIONAL MEMBERS

The Members may submit additional members upon Certificate of Membership signed by the existing Members.

ARTICLE VII

LIMITATINS ON MEMBERS

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Members of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE VIII

RIGHT TO CONTINUE BUSINESS OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue to business of the Company in accordance with the terms and conditions of its Operating Agreement.

ARTICLE XI

AMENDMENTS

These Articles may be amended from time to time by the written consent of all Members of the Company. The amendments shall be duly signed by a Member of the Company and filed with the Florida Department of State.

Witness, the hand of the undersigned authorized representative of the Member, the Manager and the Company this \(\frac{1}{2} \) day of \(\frac{200 \cdot 3}{2} \).

Luit de Lange, Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for THREE OAKS VILLAGE, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

Tamela Eady Wiseman, Registered Agent