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OTHER FILINGS	REGISTRATION/QUALIFICATION	<del></del> 1
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Examiner's Initials

## ARTICLES OF ORGANIZATION OF BANYAN INVESTMENTS, L.L.C.

iability company under the laws

THE UNDERSIGNED certifies he intends to form a limited liability company under the Jaws of the State of Florida and hereby declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

#### ARTICLE I NAME

The name of the limited liability company (the "Company") shall be **BANYAN INVESTMENTS, L.L.C.** 

#### ARTICLE II ADDRESS

The mailing and street address of the Company's principal office is:

8675 Blue Flag Way Naples, Florida 34109

#### ARTICLE III PURPOSES

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes including, but not limited to, the investment, purchase, sale, ownership, operation and management of real estate and all matters incidental and related thereto.
- B. 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 herein set forth to the same extend as a natural person might or could do.

### ARTICLE IV DURATION

The duration for the Company is perpetual.

## ARTICLE V REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is MICHAEL J. VOLPE, Esquire and the address of the Company's registered agent in Florida is c/o ROBINS, KAPLAN, MILLER & CIRESI, L.L.P. 711 Fifth Avenue South, Naples, Suite 201, Florida 34102.

#### ARTICLE VI MANAGEMENT

The Company is to be managed by a manager or managers. The name and address of the initial Manager who is to serve as Manager is **GARY R. DIMITRY**, whose address is 8675 Blue Flag Way. Naples, Collier County, Florida 34109.

#### ARTICLE VII ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

#### ARTICLE VIII CONTINUATION OF BUSINESS OPERATIONS

The Company may continue its business operations 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 a limited liability Company only upon the unanimous approval of the remaining members.

#### ARTICLE IX TRANSFERABILITY OF MEMBER'S INTEREST

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Regulations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of 5007, 2003.

GARY R. DIMITRY

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10 day of 2003, by GARY R. DIMITRY who (is personally known to me) (has produced a driver's license/picture identification) and did/did not take an oath.

My Commission Expires:

OFFICIAL NOTARYSEAL
RHONDA G STONIER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD003421
MY COMMISSION EXP. FEB. 21 2005

Typed or printed name



#### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

- 1. The name of the limited liability company is: BANYAN INVESTMENTS, L.L.C.
- 2. The name and address of the Registered Agent and office is:

MICHAEL J. VOLPE, ESQUIRE ROBINS, KAPLAN, MILLER & CIRESI, L.L.P. 711 Fifth Avenue South, Suite 201 Naples, Florida 34103

Having been named as Registered Agent 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.

Dated this 10th day of September, 2003.

MICHAEL J. VOLRE, Esquire

This instrument prepared by:

MICHAEL J. VOLPE, ESQUIRE ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.

711 Fifth Avenue South, Suite 201 Naples, Florida 34102