

**W4000087166** ⑦

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**ORANGE PROPERTIES-DAVIE, LLC**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**ORANGE PROPERTIES-DAVIE, LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

**ORANGE PROPERTIES-DAVIE, LLC**

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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4. MAILING AND STREET ADDRESS OF COMPANY

The mailing and street address of the place of business in Florida for the

Company is: **19877 Allaire Lane, Fort Myers, FL 33908.**

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the

Company is: **Kathleen P. Eller  
19877 Allaire Lane  
Fort Myers, FL 33908**

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

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7. **CONTINUITY OF BUSINESS**

Upon 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, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. **MANAGEMENT**

The Company is to be managed by Managers. The names and addresses of such Managers who are to serve as Managers until the first annual meeting of members or until their successor are elected and qualified are:

***Kathleen P. Eller  
19877 Allaire Lane  
Fort Myers, FL 33908***

***Keith A. Pickle  
1939 Lincoln Drive  
Sarasota, FL 34236***

***Kenneth B. Pickle  
3316 Drexell Hill Court  
Apex, NC 27539***

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members

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holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL**

No member shall have the right to demand the return of the Member's contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. **AMENDMENT TO ARTICLES OF ORGANIZATION OR TO REGULATIONS**

Pursuant to Sections 608.411(1) and 608.423(1) of the Act, the Members of the Company may adopt, alter, amend or repeal any provision of the Articles of Organization and any regulations upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

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12. **AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these Articles

is: ***Pickle Family Ltd., a Florida limited partnership  
19877 Allaire Lane  
Fort Myers, FL 33908***

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these  
Articles of Organization this 1<sup>th</sup> day of December, 2004.

***Pickle Family Ltd., a Florida limited partnership***

  
***Kathleen P. Eller, Managing General Partner***  
**Authorized Representative**

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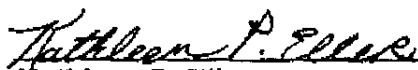
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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 **ORANGE PROPERTIES-DAVIE,  
LLC**
2. The name and address of the registered agent and office is:

**Kathleen P. Eller**  
**19877 Allaire Lane**  
**Fort Myers, FL 33908**

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.

  
**Kathleen P. Eller**  
Registered Agent

Dated: December 1, 2004

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