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To:  
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Fax Number : (850)205-0383

From:  
Account Name : LEO J. SALVATORI  
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

FOCD, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF  
FOCD, LLC**

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The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the limited liability company shall be **FOCD, LLC**, (the "Company").

**ARTICLE II  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 4001 Tamiami Trail N., Suite 350, Naples, Florida 34103.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: G T CORPORATION SYSTEM, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE IV  
DURATION**

This Company shall exist until December 31, 2055, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

**ARTICLE V  
MANAGEMENT**

The Company will be managed by a manager in accordance with the Company's regulations. The name and address of the initial manager is as follows:

<u>Name</u>	<u>Address</u>
TCL Realty, Inc.	4001 Tamiami Trail N., Suite 350 Naples FL 34103

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**ARTICLE VI  
MEMBERSHIP**

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The Manager shall have the right to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to the terms and provisions of the Regulations. Additional members may also be admitted by the affirmative vote or two-thirds of the membership.

RECORDS SECTION  
STATE OF FLORIDA

**ARTICLE VII  
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

Executed by the undersigned member at Naples, Florida, on the 21<sup>st</sup> day of February, 2005.

Leo J. Salvatori, as authorized agent and attorney-in-fact for:  
TCL Realty, Inc.  
4001 Tamiami Trail N., Suite 350  
NAPLES FL 34103

STATE OF FLORIDA  
COUNTY OF COLLIER

This foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February, 2005, by Leo J. Salvatori, as authorized agent and attorney-in-fact for TCL Realty, inc., a Florida corporation. He is personally known to me.

Nancy C. Jarvi  
Notary Public



NANCY C. JARVI  
Typed, printed or stamped name of notary  
My commission expires:

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT**

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PURSUANT TO THE PROVISIONS OF SECTION 808.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT: 34 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the limited liability company is **FOCD, LLC.**

The name of the initial registered agent of the limited liability company is **CT CORPORATION SYSTEM**, and the address of the office of the registered agent is **1200 South Pine Island Road, Plantation, Florida 33324.**

**REGISTERED AGENT ACCEPTANCE**

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 that 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.

**C.T. CORPORATION SYSTEM**

By: *Barbara A. Burke*  
\_\_\_\_\_

**BARBARA A. BURKE**  
**SPECIAL ASSISTANT SECRETARY**

Date: February 22, 2005