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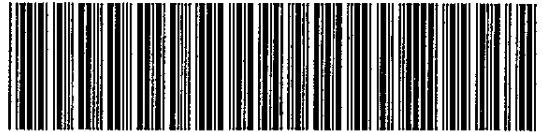
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08/03/05 17:00:00

W05-34904

# PETERSON & MYERS, P.A.

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KEITH H. WADSWORTH  
THEODORE W. WEEKS, IV  
KERRY M. WILSON

July 14, 2005

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Marwood Properties, LLC

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is this firm's check in the amount of \$78.75 representing payment of the following fees:

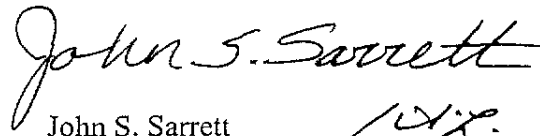
- File Articles of Incorporation - \$35.00
- Registered Agent Fee - \$35.00
- Certified Copy Fee - \$ 8.75 (for first 8 pages - \$1/page thereafter)

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

John S. Sarrett, Esquire  
Peterson & Myers, P.A.  
Post Office Box 1079  
Lake Wales, Florida 33859-1079

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

  
John S. Sarrett

JSS:al  
Enclosures  
xc: Mark Cimino, Registered Agent



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 22, 2005

JOHN S. SARRETT  
PETERSON & MYERS, P.A.  
P.O. BOX 1079  
LAKE WALES, FL 33859-1079

SUBJECT: MARWOOD PROPERTIES, LLC  
Ref. Number: W05000034904

We have received your document for MARWOOD PROPERTIES, LLC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$76.25.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 405A00048062

05 AUG -1 PM 3:00

**ARTICLES OF ORGANIZATION  
OF  
MARWOOD PROPERTIES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes), hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of this limited liability company is **Marwood Properties, LLC** (the "company").

**ARTICLE II -- ADDRESS**

The company's mailing and street address of the company's principal office shall initially be **12014 W. Bayshore Drive., Crystal River, FL 34429**

**ARTICLE III -- DURATION**

The company's existence shall be perpetual, beginning upon the date and time these articles of organization are filed with the Florida Department of State, unless the company is earlier dissolved as provided in these articles of organization, the company's operating agreement, or by applicable law.

**ARTICLE IV -- PURPOSES AND POWERS**

This company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

**ARTICLE V -- REGISTERED AGENT**

The name and Florida street address of the company's initial registered agent for service of process in the State of Florida are: Mark Joseph Cimino, **12014 W. Bayshore Drive. Crystal River, FL 34429**

**ARTICLE VI -- MANAGEMENT**

The company shall be a manager-managed company. The company shall be managed by one or more managers in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. Except as authorized by a manager, no member is an agent of the company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the company.

The names and addresses of the company's initial managers, who shall serve as the managers of the company until their successors have been elected and qualified, are:

Initial Manager: **Stephen Jeffery Woods**  
**12014 W. Bayshore Drive**  
**Crystal River, Florida 34429**

Initial Manager: **Mark Joseph Cimino**  
**12014 W. Bayshore Drive**  
**Crystal River, Florida 34429**

#### **ARTICLE VII -- OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the operating agreement for the company shall be vested in the members of the company. The operating agreement may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Any provision of the operating agreement adopted by the members may be repealed or altered and new provisions may be adopted by the members, in accordance with the operating agreement or the Florida Limited Liability Company Act, or any successor thereto.

#### **ARTICLE VIII -- AMENDMENT OF ARTICLES**

The company reserves the right to amend these articles of organization, from time to time, in any and as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.

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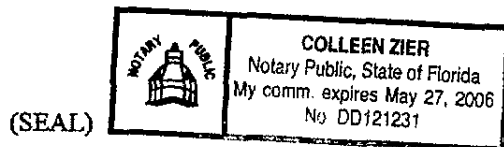
In witness whereof, the undersigned organizer, being a member, or authorized representative of a member, of the company, has made and subscribed these articles of organization, on this 2 day of July, 2005.

  
Stephen Jeffery Woods

State of Florida

County of Citrus

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of July 2005, by Stephen Jeffery Woods, who ☐ is personally known to me or ☒ has produced a driver's license as identification.



  
Notary Public  
Name of Notary: Colleen Zier  
Commission Expires: 5/27/06

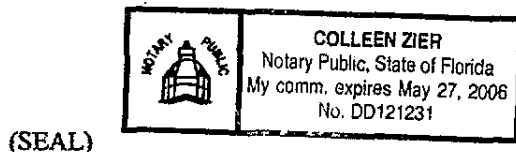
In witness whereof, the undersigned organizer, being a member, or authorized representative of a member, of the company, has mad and subscribed these articles of organization, on this 2 day of July, 2005.

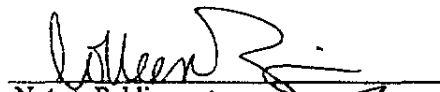
  
Mark Joseph Cimino

State of Florida

County of Citrus

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of July 2005, by Mark Joseph Cimino, who is personally known to me or has produced a driver's license as identification.

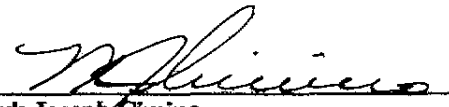


  
Notary Public  
Name of Notary: Colleen Zier  
Commission Expires: 5/27/06

### **ACCEPTANCE OF REGISTERED AGENT**

Having been named in the articles of organization of **Marwood Properties, LLC**, as the registered agent of this limited liability company, I hereby consent to accept service of process for the foregoing named company at the place designated in the articles of organization, and I 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 state that I am familiar with and accept the obligations of my position as registered agent.

Dated: July 2, 2005

  
**Mark Joseph Cimino**  
Registered Agent