

Aug-12-2005 01:15pm

From-PORTER, WRIGHT, MORRIS & ARTHUR

+239 593 2990

F-0000

P 002/004

F-448

L05000080005

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000193648 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : PORTER, WRIGHT, MORRIS & ARTHUR
Account Number : 102233003533
Phone : (614) 227-1936
Fax Number : (239) 593-2990

RECEIVED
05 AUG 12 PM 1:32
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Carissa Cypress Associates, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
05 AUG 12 AM 10:22

Electronic Filing Menu

Corporate Filing

Public Access Help

**ARTICLES OF ORGANIZATION
OF
CARISSA CYPRESS ASSOCIATES, LLC**

ARTICLE I- NAME

The name of the limited liability company shall be CARISSA CYPRESS ASSOCIATES, LLC (the "Company").

ARTICLE II- MAILING AND STREET ADDRESS

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

27599 Riverview Center Boulevard
Suite 105
Bonita Springs, Florida 34134

ARTICLE III- EFFECTIVE DATE

This limited liability company's existence shall commence upon the filing of these Articles and shall terminate on December 31, 2055.

ARTICLE IV- INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company is Jeffrey S. Kannensohn, Esq., Porter Wright Morris & Arthur, LLP, 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108.

ARTICLE V- PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI- MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the names and addresses of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

John S. McGarvey
27599 Riverview Center Blvd. Suite 105
Bonita Springs, FL 34134

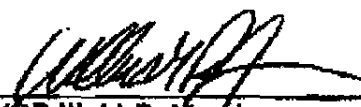
William G. Price, Jr.
27599 Riverview Center Blvd. Suite 105
Bonita Springs, FL 34134

FILED STATE
SECRETARY OF CORPORATIONS
05 AUG 12 AM 10:22

ARTICLE VII- OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned, being a Member of the Company, has executed these Articles of Organization, this 12th day of August, 2005.



WGP III, LLC, Member
By: William G. Price, Jr., its Manager

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 808.415, 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: **CARISSA CYPRESS ASSOCIATES, LLC.**

2. The name and address of the registered agent and office is:

Jeffrey S. Kannensohn, Esq.
Porter Wright Morris & Arthur, LLP
5801 Pelican Bay Blvd., Suite 300
Naples, Florida 34108

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.



Jeffrey S. Kannensohn, Esq.