

Sep-13-05 10:23

From: Kirk Pinkerton Law Firm

4164822

T-800 P 01/01

F-348

Division of Corporations

Page 1 of 1

W5000090366

Florida Department of State  
Division of Corporations  
Public Access System

(4)

9/13

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.**

((H05000217710 3)))

M. HODGES

**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 : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION  
Account Number : 071670002600  
Phone : (941)364-2409  
Fax Number : (941)364-2490

RECEIVED  
05 SEP 13 PM 1:27  
DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**Sea Gate Land Holdings VIII, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 03       |
| Estimated Charge      | \$155.00 |

FILED  
05 SEP 13 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access

FAX AUDIT # H05-217710

ARTICLES OF ORGANIZATION  
OF  
SEA GATE LAND HOLDINGS VIII, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Company is SEA GATE LAND HOLDINGS VIII, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

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

19 North Boulevard of the Presidents, #605  
Sarasota, Florida 34236

ARTICLE IV - PURPOSE

The purposes of the Company shall be to own, improve, operate, lease, manage, construct, develop, convert to condominiums, and sell (in parts or in one bulk sale transaction) real estate, either directly or indirectly, and any business related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, including authorization to purchase, mortgage, sell, lease, manage, develop, convert to condominiums, construct, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Company's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

Prepared by: David M. Silberstein, Esq.  
Kirk Pinkerton  
720 South Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2481  
Atty Bar #0436879

FAX AUDIT # H05-217710

FILED  
05 SEP 13 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT # H05-217710

ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

David M. Silberstein  
720 South Orange Avenue  
Sarasota, Florida 34236

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The name and address of the managers, who will serve as managers until the first annual meeting of Members or until their successor or successors are elected and qualified, are as follows:

|                  |   |
|------------------|---|
| Brian H. Merritt | 19 North Boulevard of the Presidents, #605<br>Sarasota, Florida 34236 |
|------------------|---|

|                         |   |
|-------------------------|---|
| Townsend H. Porter, Jr. | 19 North Boulevard of the Presidents, #605<br>Sarasota, Florida 34236 |
|-------------------------|---|

|                 |   |
|-----------------|---|
| Joe R. Holloway | 19 North Boulevard of the Presidents, #605<br>Sarasota, Florida 34236 |
|-----------------|---|

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

FAX AUDIT #H05-217710

Under penalties of perjury, I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated: September 13, 2005

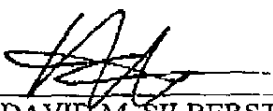
SEA GATE LAND HOLDINGS, INC., a Florida corporation

By:   
BRIAN H. MERRITT, President

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of SEA GATE LAND HOLDINGS VIII, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 13 day of September, 2005.

  
DAVID M. SILBERSTEIN, Registered Agent