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DOOLEY & DRAKE, P.A.

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Florida Department of State  
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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**G & S PROPERTIES OF SARASOTA, L.L.C.**

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## ARTICLES OF ORGANIZATION

OF

## G &amp; S PROPERTIES OF SARASOTA, L.L.C.

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

## ARTICLE I -- NAME

The name of the limited liability company shall be G & S PROPERTIES OF SARASOTA, L.L.C. ("Company").

## ARTICLE II -- ADDRESS

The street address of the principal office of the company is 1910 Morrill Street, #1, Sarasota, Florida 34236 and the mailing address of the principal office of the company is P.O. Box 1325, Sarasota, Florida 34230-1325.

## ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

## ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are ARTHUR E. STOUT of 1910 Morrill Street, #1, Sarasota, Florida 34236.

## ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

## ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all

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the remaining members.

### ARTICLE VIII -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

ARTHUR E. STOUT

ADDRESS  
1910 Morrill Street, #1  
Sarasota, FL 34236

ELOISE RODMAN GINTY

ADDRESS  
18 River Road  
Norwich, VT 05055

IN WITNESS WHEREOF, the undersigned organizer being an authorized representative of the Members has made and subscribed these articles of organization at Sarasota County, Florida, on the 16<sup>th</sup> day of November, 2005.

  
ARTHUR E. STOUT

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 16<sup>th</sup> day of November, 2005, by ARTHUR E. STOUT, who is personally known to me or who has produced FL Drivers License as identification.

  
Notary Public  
Print Name:

TRACY L. PACKARD

[SEAL]

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Tracy L. Packard  
My Commission DD138888  
Expires November 04, 2006

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

Under the provisions of F.S. 608.414 or 608.507, G & S PROPERTIES OF SARASOTA, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is G & S PROPERTIES OF SARASOTA, L.L.C.

2. The name and street address of the registered agent in Florida are:

Arthur E. Stout  
1910 Morrill Street, #1  
Sarasota, Florida 34236

The undersigned, being the person named in the articles of organization of G & S PROPERTIES OF SARASOTA, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Registered Agent

  
ARTHUR E. STOUT

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 16<sup>th</sup> day of November, 2005, by ARTHUR E. STOUT, who is personally known to me or who produced a Florida Driver's license as identification.

  
Notary Public

Print Name:

TRACY L. PACKARD

{NOTARIAL SEAL}

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