

Division of Corporations

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Florida Department of State  
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DIVISION OF CORPORATIONS

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Schmidt Downs, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED  
LIABILITY COMPANY**

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**ARTICLE I - Name:**

The name of the Limited Liability Company is Schmidt Downs, LLC.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 1205 Elizabeth Street, Suite J, Punta Gorda, Florida 33951-2111. The initial registered agent and address of such agent for the Limited Liability Company is Elizabeth G. Lowrey, 1107 West Marion Avenue, Suite 112, Punta Gorda, Florida 33950.

**ARTICLE III - Duration:**

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE V - Admission of Additional Members:**

Additional members may be admitted from time to time as such terms and conditions are set forth by the unanimous written consent of all of the members.

**ARTICLE VI - Members Rights to Continue Business:**

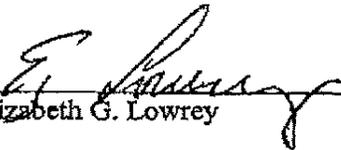
Any successor or assignee to the interest of member, or the remaining members, if any, of the Limited Liability Company shall have the right to continue the business on the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company. If the Limited Liability Company has more than one member at the time of any of the occurrences above, the unanimous consent of all of the remaining members shall be needed to continue the business of the Limited Liability Company.

Elizabeth G. Lowrey, Esquire  
FL. Bar # 0870838  
Moore and Wakster, P.L.  
1107 West Marion Avenue, Ste 112  
Punta Gorda, FL 33950  
(941) 637-1955

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IN WITNESS WHEREOF, the undersigned member or authorized representative of a member of Schmidt Downs, LLC has executed these Articles of Organization on the 21 day of June 2006.

  
Elizabeth G. Lowrey

Signature of a member or authorized representative of a member.

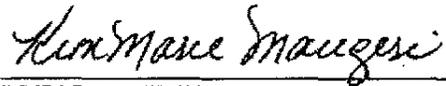
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA            )  
  )  
COUNTY OF CHARLOTTE)

Subscribed and sworn to (or affirmed) before me on the 21st day of June, 2006, by Elizabeth G. Lowrey, who is personally known to me or who has produced \_\_\_\_\_ as identification.



KIM MARIE MAUGERI  
MY COMMISSION # DD 402701  
EXPIRES: March 6, 2009  
Bonded Thru Budget Notary Services

  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: Kim MARIE MAUGERI  
Comm. No.: \_\_\_\_\_

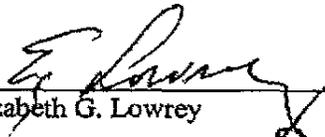
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**ACCEPTANCE OF APPOINTMENT**

**RE: Schmidt Downs, LLC**

Pursuant to Section 608.407 (1) (c) and 608.415, of the Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above limited liability company and agrees to act in the capacity and to comply with the provisions of the Florida Limited Liability Company Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, such position.

Dated: June 21, 2006

  
\_\_\_\_\_  
Elizabeth G. Lowrey

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