

Division of Corporations

L06000070979

Florida Department of State
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GATES D'ALESSANDRO & WOODYARD, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
GATES D'ALESSANDRO & WOODYARD, LLC**

GATES D'ALESSANDRO & WOODYARD, LLC, a Florida limited liability company, filed its original Articles of Organization with the Florida Department of State on July 18, 2006, and was assigned document number L06000070979.

Pursuant to the provisions of Section 808.411 of the Florida Limited Liability Company Act, the undersigned, being a member of the Company, pursuant to a resolution duly adopted by its members, hereby adopts the following Amended and Restated Articles of Organization:

ARTICLE I-NAME

The name of this limited liability company shall be GATES D'ALESSANDRO & WOODYARD, LLC (the "Company").

ARTICLE II-MAILING AND STREET ADDRESS

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

12810 Tamiami Trail North
Naples, Florida 34110

ARTICLE III-EFFECTIVE DATE

This limited liability company was organized on July 18, 2006, and shall terminate as provided for in the Operating Agreement.

ARTICLE IV- REGISTERED AGENT AND OFFICE

The name and street address of the registered agent of the Company is:

Name

Address

Todd E. Gates

12180 Tamiami Trail North
Naples, Florida 34110

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

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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 Managers who shall serve as Managers of the Company until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Gates McVey Capital Group, L.L.C.	12810 Tamiami Trail North Naples, Florida 34110
Michele Harrison	12810 Tamiami Trail North Naples, Florida 34110
Frank D'Alessandro	12810 Tamiami Trail North Naples, Florida 34110

ARTICLE VII-QUALIFYING BROKER

The Company shall have not less than one (1) qualifying broker (the "Qualifying Broker"). The following are the names and addresses of the Qualifying Brokers who shall serve the Company in the manner as provided for in the Operating Agreement:

<u>Name</u>	<u>Address</u>
Michele Harrison	12810 Tamiami Trail North Naples, Florida 34110
Frank D'Alessandro	12810 Tamiami Trail North Naples, Florida 34110

ARTICLE VIII-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.

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The undersigned, being a Member of the Company, has duly executed these Amended and Restated Articles of Organization this 1st day of September, 2006, and they are being filed in accordance with Section 608.411 of the Florida Statutes.

GM OPERATING HOLDING COMPANY,
LLC, Member

By: 
Todd E. Gates, Manager and President

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