

Division of Corporations

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MCP-LP, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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**ARTICLES OF ORGANIZATION  
OF  
MCP-LP, LLC**

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**ARTICLE I-NAME**

The name of the limited liability company shall be MCP-LP, 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's existence shall commence upon the filing of these Articles and shall terminate as provided for in the Operating Agreement.

**ARTICLE IV-INITIAL REGISTERED AGENT AND OFFICE**

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

Name:

Address:

TODD E. GATES

12810 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 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 is the name

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and address of the initial Manager who shall serve as Manager of the Company until his successor is elected and qualified:

Name

Address

TODD E. GATES

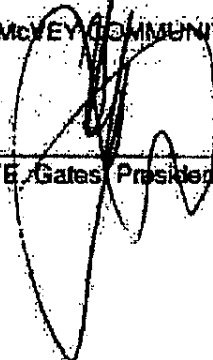
12810 Tamiami Trail North  
Naples, Florida 34110

**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.

The undersigned, being a Member of the Company has executed these Articles of Organization this 15<sup>th</sup> day of October, 2006.

GATES McVEY COMMUNITIES, LLC.  
Member

By   
Todd E. Gates, President

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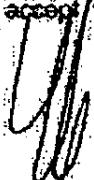
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: MCP-LP, LLC.
2. The name and address of the registered agent and office is:

Todd E. Gates  
12810 Tamiami Trail North  
Naples, Florida 34110

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.

  
\_\_\_\_\_  
TODD E. GATES, Registered Agent

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