

FEB. 28. 2007 1:05PM

DIVISION OF CORPORATIONS

Public Access System

Page 1 of 1

007000022636

Florida Department of State

Division of Corporations

Public Access System

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.

((H07000054499 3)))



H070000544993ABCS

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 : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

Account Number : 076402003516

Phone : (239)514-1000

Fax Number : (239)514-0377

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 FEB 28 AM 8:35

FILED

31
[Signature]

FLORIDA/FOREIGN LIMITED LIABILITY CO.

VPII, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

07 FEB 28 PM 4:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION**OF****VP11, LLC****ARTICLE I****NAME AND ADDRESS**

The name of this Limited Liability Company shall be **VP11, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 800 Laurel Oak, Suite 300, Naples, Florida 34108.

ARTICLE II**DURATION**

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE III**DESIGNATION OF REGISTERED AGENT**

The name and address of the registered agent and office of the Company shall be **GFPAC Services, LLC**, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV**THE MEMBERS**

The members of the Company (hereafter the "Members") shall be:

Vanderbilt Partners II, Ltd., a Florida limited partnership

07 FEB 28 AM 8:35
FILED
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

ARTICLE V**MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by a manager and is therefore a manager-managed company. The initial manager will be Keith A. Sharpe.

ARTICLE VI**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

WITNESS, the hand of the undersigned authorized representative of the Members and the Company this 18th day of February, 2007.



G. Helen Athan

Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for **VPII, LLC**, at the place designated in these Articles of Organization, we state that we are familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

GFPAC Services, LLC

By: 
Richard C. Grant, President