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FLORIDA/FOREIGN LIMITED LIABILITY CO.

NAP Beach Village II LLC

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**ARTICLES OF ORGANIZATION
OF
NAP Beach Village II LLC
a Florida Limited Liability Company**

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

ARTICLE I -- NAME

The name of the limited liability company shall be NAP Beach Village II LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 7500 College Parkway, Fort Myers, Florida 33907.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The initial registered agent of the Company in the State of Florida is R&A Agents, Inc., an Ohio corporation, authorized to transact business in the State of Florida ("R&A"), and the mailing address and street address of R&A is Trianon Centre, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except as set forth in the Operating Agreement of the Company. A member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company.

ARTICLE VI -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members; provided, however, that the occurrence of any of the events described in Florida Statutes 608.4237 (1) (a) through (f), inclusive, and (2) shall not operate to terminate membership of a member in the Company or dissolve the Company unless the remaining member(s) properly files articles of dissolution with the Department of State.

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ARTICLE VII – MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
NAP II Investments Management Company, Inc., an Ohio corporation	7500 College Parkway Fort Myers, FL 33907

The initial manager is expressly authorized to act on behalf of the Company. The execution of any document by one or more managers will fully bind the Company.

ARTICLE VIII - AMENDMENT

These Articles of Organization may be amended by the consent of a majority-in-interest of the members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Fort Myers, Florida, on this 24 day of OCTOBER, 2007.

Member:

NAP Investors III LLC,
an Ohio limited liability company

By: NAP II Investments Management Company, Inc.,
an Ohio corporation, its Manager

By: Susan M. Sprehn
Susan M. Sprehn, as Assistant Secretary –
Southeast Operations

(CORPORATE SEAL)

[ACKNOWLEDGMENT TO FOLLOW ON NEXT PAGE]



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STATE OF FLORIDA)
) as:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 24th day of October, 2007, by Susan M. Sprehn, as Assistant Secretary - Southeast Operations of NAP II Investments Management Company, Inc., an Ohio corporation, the Manager of NAP Investors III LLC, an Ohio limited liability company, on behalf of said corporation and limited liability company, who is (X) is personally known to me, or () has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
James B. Miller
Commission #DD689037
Expires: AUG. 13, 2011
BOND ED TERN ATLANTIC BONDING CO., INC.


NOTARY PUBLIC

Name: James B. Miller
(Type or Print)

My Commission Expires: 8/13/11

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NAP Beach Village II LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of NAP Beach Village II LLC, 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 its duties, and is familiar with and accepts the obligations of the position of registered agent.

R&A Agents, Inc.,
an Ohio corporation, authorized to transact
business in the State of Florida

By: 
Stephen R. Thompson, as Assistant Secretary

534328 10/16/2007

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