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**ARTICLES OF ORGANIZATION  
For a Domestic Limited Liability Company**

*Pursuant to the laws of the State of Florida, to wit Chapter 608, Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):*

**ARTICLE I**

The name of the limited liability company is:

**Desert Tides LLC**

**ARTICLE II**

The principal office shall be located at  
94500 Overseas Highway, Key Largo, Florida 33037

The mailing address is  
94500 Overseas Highway, Key Largo, Florida 33037

**ARTICLE III**

The initial registered agent is  
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at  
12800 University Drive, Suite 260, in Fort Myers, County of Lee, State of Florida, with  
the postal zip code being 33907.

**ARTICLE IV**

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

**ARTICLE V**

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

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**ARTICLE VI**

The Company shall act under the direction of the managers (each a "Manager"), always pursuant to these Articles and the Operating Agreement.

**ARTICLE VII**

The membership interests in the Company shall be of one class, each membership interest maintaining voting rights proportional to the member's membership interest. Equity, profits and losses shall be allocated and distributed in accordance with the Operating Agreement.

Except because of the provisions governing the admittance of new members (each a "Member") by unanimous vote, each Member shall have preemptive rights to purchase membership interests in cash pro rata based on the Member's proportional voting rights pursuant to any offering by the Company.

Except as provided in the Operating Agreement on the Operating Agreement's effective date, the membership interests shall be further limited in that all membership interests, including every portion thereof, shall be subject to the Company's and the Members' rights of first refusal as expressed in the Operating Agreement on the Operating Agreement's effective date.

The membership interests shall have no other limitations other than those specifically mandated by the *Florida Limited Liability Company Act* or as specified in these Articles and the Operating Agreement.

**ARTICLE VIII**

Net Cash Flow means the lesser of: (a) the net change of the Company's cash balances during the prior taxable year calculated in accordance with generally accepted accounting principles; or (b) the Company's cash balances at the end of the year, less reasonable reserves for working capital and projected cash requirement, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Company as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the IRC. Members may, by a majority Vote, compel the Company to make distributions of specified amounts and property, and at specified times.

No withdrawing Member is entitled to receive any distribution or the value of the Member's Membership Interest as a result of withdrawal from the Company prior to the Company's liquidation, except as specifically provided in the Operating Agreement.

No Member is entitled to the return of, or interest on, that Member's capital contributions, except as otherwise provided in the Operating Agreement.

**ARTICLE IX**

The Company shall exist in perpetuity, unless dissolved pursuant to the *Florida Limited Liability Company Act* or as provided in the Operating Agreement.

**ARTICLE X**

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All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these Articles.

**ARTICLE XI**

Additional Members may be admitted to the Company upon the unanimous vote of all of the Members of the Company.

**ARTICLE XII**

The Articles may only be amended, superseded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Members.

**ACKNOWLEDGMENT**

I, an authorized representative of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by any person or entity prior to the Company's formation, if any, execute these Articles this 2<sup>nd</sup> day of November 2007.

  
\_\_\_\_\_  
Charles PT Phoenix, Esq.

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
DESERT TIDES LLC

I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608, Florida Statutes that are associated with the appointment.

  
\_\_\_\_\_  
Charles PT Phoenix, Esq

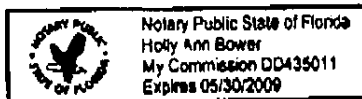
State of Florida )

County of Lee )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq, known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 2<sup>nd</sup> day of November 2007.

  
Notary: Holly Ann Bower



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FROM PHOENIX LAW PARTNERS

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DESERT TIDES LLC  
Membership Listing

The Initial Manager of the Company is:

Craig Holt

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