

Division of Corporations

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L. SELLERS

JUN 11 2008

To:

Division of Corporations  
Fax Number : (850) 617-6383

EXAMINER

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.  
Account Number : 075410002172  
Phone : (239) 344-1100  
Fax Number : (239) 344-1200

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BAYWOODS AT BONITA BAY, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
BAYWOODS AT BONITA BAY, LLC**

**ARTICLE I-NAME**

The name of the limited liability company shall be BAYWOODS AT BONITA BAY, LLC (the "Company").

**ARTICLE II-MAILING AND STREET ADDRESS**

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

9990 COCONUT ROAD, SUITE 200  
BONITA SPRINGS, FLORIDA 34135

**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**

SCOTT R. WHITNEY

9990 COCONUT ROAD, SUITE 200  
BONITA SPRINGS, FLORIDA 34135

**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 the Manager of the Company until his successor is elected and qualified:

Name

Address

SWF PROPERTIES OF  
SOUTHWEST FLORIDA, LTD.

8990 COCONUT ROAD, SUITE 200  
BONITA SPRINGS, FLORIDA 34135

**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 10<sup>th</sup> day of June, 2008.

SWF PROPERTIES OF SOUTHWEST FLORIDA,  
LTD., Member  
By: Bonita Bay Properties, Inc., General Partner

By:



SCOTT R. WHITNEY, Senior Vice President

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: BAYWOODS AT BONITA  
BAY, LLC.
2. The name and address of the registered agent and office is:

SCOTT R. WHITNEY  
9990 COCONUT ROAD, SUITE 200  
BONITA SPRINGS, FLORIDA 34135

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.

  
SCOTT R. WHITNEY  
Registered Agent

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