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TALLAHASSEE FLORIDA

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M. THOMAS

JUL 22 2008

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: The Houghton Group, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Valencia Richards Hayes  
(Name of Person)

\_\_\_\_\_  
(Firm/Company)

27499 Riverview Center Blvd. Ste 256  
(Address)

Bonita springs FL 34134  
(City/State and Zip Code)

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CORPORATIONS  
FLORIDA

For further information concerning this matter, please call:

Valencia Richards Hayes at (239) 772-0351  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Organization  
Of  
The Houghton Group, LLC  
A Florida Limited Liability Company

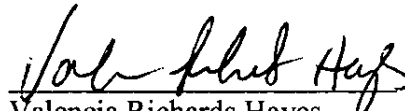
1. Name. The name of this limited liability company is The Houghton Group, LLC (the "Company") and it shall be formed as a Florida Limited Liability company under Chapter 608 of Florida Statutes.
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.
4. Place of Business. The mailing address and street address of the Company's principal office is 3445 Avocado Dr., Fort Myers FL 33901.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Valencia Richards Hayes. The street address of the initial registered agent of the Company is 120 S. Del Prado Blvd. Ste 1., Cape Coral, Florida 33990.
6. Management of the Company. The Company shall be managed by a manager or managers and is, therefore, a manager-managed company. The initial manager of the Company is William Mahlan Houghton III.
7. Additional Members. Except as otherwise provided in an Operating Agreement adopted for the Company, additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Operating Agreement. The members shall have the power to adopt, alter, amend or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.
9. Voting. The Company is authorized to issue membership unites with voting rights and membership units without voting rights.

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10. Certificated Interest. The members' interest in the Company may be evidenced by certificates.

11. Transfer of Interest. Except as otherwise provided in an Operating Agreement adopted for the Company, no member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of June 27 2008. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
Valencia Richards Hayes  
Authorized Representative

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TALLAHASSEE, FLORIDA

Acceptance by Registered Agent

Having been named Registered Agent and designated to accept service of process for The Houghton Group, LLC, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Valencia Richards Hayes

Dated: July 16, 2008

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