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To: Division of Corporations
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From: Account Name : AARON A. FARMER, P.L.
Account Number : I20070000090
Phone : (239) 262-2040
Fax Number : (239) 262-2180

L. SELLERS

DEC 30 2008

EXAMINER

FLORIDA/FOREIGN LIMITED LIABILITY CO.

HAWTHORNE AT LELY RESORT, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
HAWTHORNE AT LELY RESORT, LLC**

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 **HAWTHORNE AT LELY RESORT, LLC** (the "Company").

ARTICLE II - ADDRESS

The initial street address of the Company shall be 6389 Legacy Circle, Suite 2101, Naples, Florida 34113.

The mailing address of the principal office of the Company shall be P.O. Box 12169, Naples, Florida 34101.

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the initial registered agent of the Company shall be:

Arthur L. Bateman
6389 Legacy Circle
Suite 2101
Naples, Florida 34113

ARTICLE IV - MANAGEMENT BY MANAGERS

The Company shall be managed by one or more managers and is, therefore, a manager managed company. The initial Manager and his address is Arthur L. Bateman, 6389 Legacy Circle, Suite 2101, Naples, Florida 34113.

NOW THEREFORE, the undersigned has signed these Articles of Organization for the Company and acknowledges them to be his act this 23rd day of December, 2008.

By: Arthur L. Bateman
Arthur L. Bateman, Organizer

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**CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF
REGISTERED AGENT OF
HAWTHORNE AT LELY RESORT, LLC**

Pursuant to Chapter 608, Florida Limited Liability Company Act, ARTHUR L. BATEMAN 6389 Legacy Circle, Suite 2101, Naples, Florida 34113 having been named as registered agent to accept service of process upon HAWTHORNE AT LELY RESORT, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Acceptance to be executed in Naples, Collier County, Florida on this 23rd day of December, 2008.

By: Arthur L. Bateman
Arthur L. Bateman

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CONSENT TO USE OF SIMILAR NAME BY
HAWTHORNE AT LELY RESORT, INC.**

THE UNDERSIGNED, being the Director of HAWTHORNE AT LELY RESORT, INC., a corporation duly organized and existing under the laws of the state of Florida (the "Corporation") does hereby consent to the following actions taken by the Board of Directors and the Shareholder of this Corporation.

1. The Corporation has a document identification number of P04000069259
2. By unanimous decision of the Board of Directors, and pursuant to the requirements of §608.406(2) F.S., the Corporation does hereby give its consent to the use of its similar and indistinguishable name to HAWTHORNE AT LELY RESORT, LLC, a Florida limited liability company having the same owner as the Corporation.
3. The Corporation does hereby file this consent with the Division of Corporations at the time of the registration of the limited liability company having the same name.

HAWTHORNE AT LELY RESORT, INC.

By: Arthur L. Bateman
Arthur L. Bateman, Director