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FLORIDA/FOREIGN LIMITED LIABILITY CO.

G2C Willow Bend 3, LLC

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**D. BRUCE**

DEC 31 2009

**EXAMINER**

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**ARTICLES OF ORGANIZATION  
OF  
G2C WILLOW BEND 3, LLC**

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company (the "Company") shall be G2C Willow Bend 3, LLC.

**ARTICLE II**

**Address**

The principal office and mailing address for the Company shall be 8 Del Prado Boulevard, South, Suite A, Cape Coral, Florida 33990.

**ARTICLE III**

**Registered Office and Agent**

The street address of the initial registered office of the Company shall be 4001 Converse Place Circle, Orlando, Florida 32812, and the name of its initial registered agent at such address shall be Robert Lovett.

**ARTICLE IV**

**Duration**

The Company shall have perpetual existence, commencing on the date these Articles are filed with the Florida Secretary of State.

**ARTICLE V**

**Purpose**

The general purpose of the Company shall be to transact any and all lawful business for which limited liability companies may be organized under Florida law.

**ARTICLE VI**

**Management**

The Company shall be a manager-managed company. Initially, the Company shall be managed by Steven O. Schaffer, 8 Del Prado Boulevard, South, Suite A, Cape Coral, Florida 33990, and Mark Berkins 18124 Portside Street, Tampa, Florida 33647, who shall serve as the sole Managers until their successors are duly elected. Notwithstanding the foregoing, no Manager shall have the discretion, authority, or power to make the following decisions or take the following actions, except upon the unanimous written consent of all of the Company's members in each instance:

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(a) The acquisition of any financing in excess of \$10,000.00, including the approval of the amount of the financing, the security for such financing and all other terms of the financing, and the direct or indirect borrowing of more than \$10,000.00 by the Company, whether secured or unsecured, the refinancing, extending, or modifying in any material manner of any loan in excess of \$10,000.00 or the delivery of any guaranty of any loan or other obligation;

(b) The acquisition of any material asset by the Company;

(c) The sale, assignment, transfer, encumbrance or other disposition of all or any portion of any material asset of the Company;

(d) The assignment, transfer, pledge, compromise or release of any debts in excess of \$1,000.00 due to the Company, except upon payment in full;

(e) The decision to sell, transfer or otherwise dispose of all or substantially all of the assets of the Company;

(f) The approval of any expenditure, the incurrence of any obligations or the entering into of any contract involving a sum in excess of \$10,000.00;

(g) The approval of any contract or other arrangement with a member or an affiliate of a member;

(h) Any decision that significantly alters the nature, character or scope of the business of the Company;

(i) The conversion, merger or consolidation of the Company with or into another entity;

(j) The dissolution of the Company (subject, however, to the exceptions set forth in the Company's Operating Agreement);

(k) The loan of any funds by the Company to any person or entity;

(l) The creation or use of Company reserves, other than as provided in an operating budget approved by a majority in interest of the members;

(m) Any change in the management of the Company;

(n) The filing by the Company of a voluntary petition in bankruptcy, the filing by the Company of any petition or answer seeking or acquiescing in any reorganization, management, composition, readjustment, liquidation, dissolution or similar relief for itself under any law relating to bankruptcy, insolvency or other relief for debtors, the seeking of, consenting to, or acquiescence in, by the Company of the appointment of any trustee, receiver, master or liquidator of itself or of all or any substantial part of its assets, the making

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by the Company of any general assignment for the benefit of creditors or the making by the Company of any admission in writing of its inability to pay its debts generally as they become due;

- (o) The admission of new members or substituted members;
- (p) The issuance of membership units of the Company, except as expressly provided in the Company's Operating Agreement; and
- (q) The decision to require additional capital contributions.

The undersigned has executed these Articles of Organization this 30<sup>th</sup> day of December, 2009.

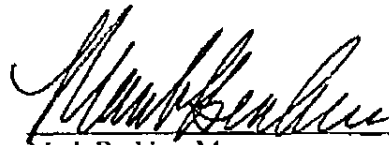
  
Mark Berkins, Manager

**CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE**

In compliance with the provisions of Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

That G2C Willow Bend 3, LLC, desiring to organize under the laws of the State of Florida, has named Robert Lovett, 4001 Conway Place Circle, Orlando, Florida 32812, as its agent to accept service of process within the State of Florida.

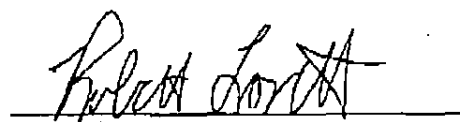
DATED this 30<sup>th</sup> day of December, 2009.

  
Mark Berkins, Manager

**ACCEPTANCE**

Having been named to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 30<sup>th</sup> day of December, 2009.

  
Robert Lovett

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