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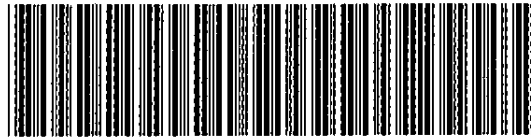
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B. KOHR  
MAY 25 2010  
EXAMINER

10 MAY 25 PM 2:09  
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20



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 395035 82724A

AUTHORIZATION :

*Spuddean*

COST LIMIT : \$ 125.00

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ORDER DATE : May 25, 2010

ORDER TIME : 1:09 PM

ORDER NO. : 395035-005

CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: NEAPOLITAN COVE RV RESORT, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
NEAPOLITAN COVE RV RESORT, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

RECEIVED  
DIVISION OF CORPORATIONS  
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The undersigned, pursuant to Section 608.407, Florida Statutes, adopts the following Articles of Organization for such Limited Liability Company:

**ARTICLE I  
NAME**

The name of this limited liability company is NEAPOLITAN COVE RV RESORT, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is c/o Jerry F. Nichols, 999 Vanderbilt Beach Road, Suite 511, Naples, Florida 34108. The Company's registered agent is Kristin M. Conroy, whose office is located at 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida 34109.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Jerry F. Nichols, who is a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

## **ARTICLE VI MANAGEMENT**

The Company is to be managed by the Members as further provided in the Company's operating agreement. No member other than the managing Members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the initial Managing Member is:

Jerry F. Nichols  
999 Vanderbilt Beach Road, Suite 511  
Naples, Florida 34108

## **ARTICLE VII ADMISSION OF NEW MEMBERS**

The right of the Members to admit additional Members and the terms and conditions of admissions shall be as set forth in the Company's Operating Agreement.

## **ARTICLE VIII MEMBERS' RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member(s) may elect to continue the business by the unanimous consent of all remaining Members within ninety (90) days of such event.

## **ARTICLE IX DISTRIBUTIONS**

The Company may make interim distributions of property to its Members as agreed by all of the Members. The Company may make winding-up distributions of property to its Members as agreed by all of the Members.

## **ARTICLE X RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the Operating Agreement will govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in Naples, Collier County, Florida on this 25<sup>th</sup> day of May, 2010.

NEAPOLITAN COVE RV RESORT, LLC,  
a Florida Limited Liability Company

  
By: Jerry F. Nichols, Organizer

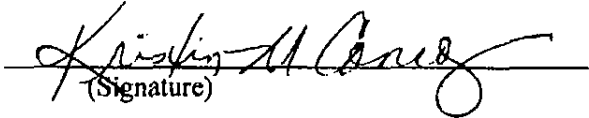
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: NEAPOLITAN COVE RV RESORT, LLC
2. The name and address of the registered agent and office is:

Kristin M. Conroy  
Conroy, Conroy & Durant, P.A.  
2210 Vanderbilt Beach Road, Suite 1201  
Naples, Florida 34109

*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 accept the obligations of my position as registered agent.*

  
(Signature)

May 25<sup>th</sup> 2010