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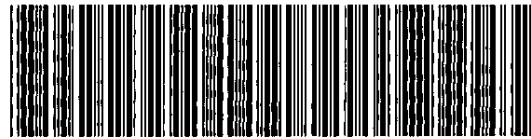
(Business Entity Name)

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T. HAMPTON  
AUG - 3 2010  
EXAMINER

68053-0109

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MORGAN RANCH, L.L.C.

(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:

JAMES E. WILLIS, ESQ.

(Name of Person)

JAMES E. WILLIS, ESQ.

(Firm/Company)

975 6TH AVE S. STE 200

(Address)

NAPLES, FL 34102

(City/State and Zip Code)

For further information concerning this matter, please call:

JAMES E. WILLIS

(Name of Person)

at ( 239 )

435-0094

(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)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 27, 2010

JAMES E WILLIS, ESQ  
975 6TH AVE S  
STE 200  
NAPLES, FL 34102

SUBJECT: MORGAN RANCH. L.L.C.  
Ref. Number: W10000035089

We have received your document for MORGAN RANCH. L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is L10000063198 (MORGAN RANCH, LLC).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 810A00018119



**ARTICLES OF ORGANIZATION**  
**OF**  
**275 MORGAN RANCH, L.L.C.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I -- Name:**

The name of the Limited Liability Company is: 275 Morgan Ranch, L.L.C.

This Limited Liability Company is organized for the purpose of engaging in any activity or business permitted under the laws if the United States and the State of Florida and shall have all of the powers authorized by the State of Florida for limited liability companies but shall remain subject to statutes and regulations of the laws of the State of Florida for regulating and controlling business.

**ARTICLE II -- Address:**

The mailing address and street address of the principal office of the Limited Liability Company  
1165 Bald Eagle Drive, Marco Island, FL 34145.

**ARTICLE III -- Registered Agent**

The name and the Florida street address of the initial registered agent are:

James E. Willis, Esquire  
975 Sixth Avenue South, Suite 200  
Naples, Florida 34102

**ARTICLE IV -- Management**

The Limited Liability Company is to be managed by the Members and is not a manager-managed company. The initial numbers of Member Managers is two. The company shall be managed by the joint action of the Member Managers or in accordance with an Operating Agreement that may be adopted by the members for the management of the business and affairs of the company.

This Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the initial Member Managers of the company are:

Managing Member: Theodore N. Naftal, Jr.  
1165 Bald Eagle Drive, Marco Island, FL 34145

Managing Member: Dwain Naftal  
631 EastPalm Avenue, Goodland, FL 34140  
PO Box 2492  
Marco Island, FL. 34146

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#### **ARTICLE V -- Limitation on Agency Authority of Members:**

Pursuant to Section 608.4235 of the Florida Limited Company Act, no single member of the Company shall be an agent of the Company solely by virtue of being a member. The Company is managed exclusively by a Manager or Managers appointed by the Members.

#### **ARTICLE VI -- Operating Agreement**

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members. The Operating Agreement may provide for and regulate different classes of membership interests, which may consist of having voting and non-voting interests, and/or membership interests with different priorities at time of dissolution and distribution.

No member may assign any part or all of his interest, voluntarily or involuntarily, without the consent of the Manager(s) and of the non-assigning members which consent is given in accordance with the terms of the Operating Agreement and Article VII hereinafter set forth.

#### **ARTICLE VII -- Initial Members and Admission of New Members**

The subscribing initial members of the Limited Liability Company and their percentages ownership are as follows:

Member as to 50 percent:	Theodore N. Naftal, Jr. 1165 Bald Eagle Drive, Marco Island, FL 34145
Member as to 50 percent:	Dwain Naftal 631 East Palm Avenue, Goodland, FL 34140

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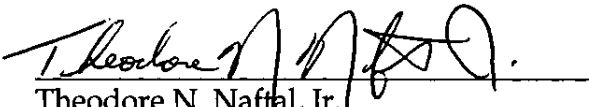
Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. No member may assign any part or all of his interest, voluntarily or involuntarily, without the consent of a majority of the Manager(s) and a majority in interest of the other non-assigning members which consent is given in accordance with the terms of the Operating Agreement. The transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of said member's interest approve of the proposed transfer by written consent.


#### **ARTICLE VIII -- Members' Right to Continue Business and Termination**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, the remaining Members shall have the right to continue the business on the unanimous consent of the remaining Members.

The company shall terminate on December 31, 2040, or at such earlier date as provided in the Operating Agreement. Subsequent to said termination date the Manager shall engage in only such matters as is reasonably required to liquidate the affairs of the Limited Liability Company

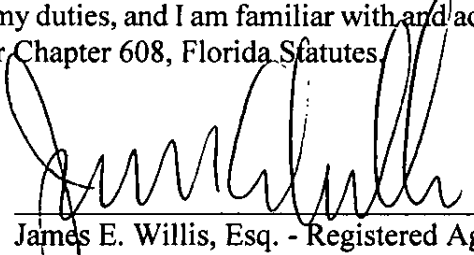
IN WITNESS WHEREOF, We have signed these Articles of Organization as the entire initial membership of the Company and acknowledge them to be our acts as of this 16<sup>th</sup> day of July, 2010.

  
Theodore N. Naftal, Jr.  
1165 Bald Eagle Drive  
Marco Island, FL 34145

  
Dwain Naftal  
631 Palm Avenue  
Goodland, FL 33933  
PO BOX 2492  
MARCO IS, FLA  
34146

#### STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

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 designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

  
James E. Willis, Esq. - Registered Agent  
975 Sixth Ave. S., Ste. 200  
Naples, FL 34102

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