

L11000024018

02/24/2011 09:51 FAX 239 617 1025
Division of Corporations

CUMMINGS & LOCKWOOD, LLC

001/003

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000049644 3)))



H110000496443ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CUMMINGS & LOCKWOOD, LLC
Account Number : 102336001100
Phone : (239) 390-8069
Fax Number : (239) 430-3318

FILED
11 FEB 24 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: CLASP@cl-law.com

FLORIDA LIMITED LIABILITY CO.
W&S II, LLC

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$130.00

RECEIVED

11 FEB 24 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
FEB 25 2011

Electronic Filing Menu

Corporate Filing Menu

Help

((H11000049644 3)))

FILED
11 FEB 24 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
W&S II, LLC

ARTICLE I
Name

The name of this Limited Liability Company is W&S II, LLC (the "Company").

ARTICLE II
Address

The street address and the mailing address of the principal office of the Company is:

3001 Tamiami Trail North Suite 400
Naples, FL 34103
Attention: Donald Smith, Manager

ARTICLE III
PURPOSE

The purpose for which this limited liability company is organized is for any and all lawful business as a limited liability company.

ARTICLE IV
Duration

The period of duration for the Company is perpetual.

ARTICLE V
Registered Office and Agent

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

CLASP, INC.
3001 TAMIAMI TRAIL NORTH, SUITE 400
NAPLES, FLORIDA 34103

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 and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

William N. Horowitz
William N. Horowitz, Vice President

((H11000049644 3)))

((H11000049644 3)))

ARTICLE VI
Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

DONALD SMITH, Manager
3001 Tamiami Trail North Suite 400
Naples, FL 34103

ARTICLE VII
Limitation on Agency Authority of Members

Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

ARTICLE VIII
Written Operating Agreement

Any Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

Dated this 24th day of February, 2011.

By: William N. Horowitz
William N. Horowitz,
Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

2711580_1.doc 2/24/2011