

03-11-11

11:42

From: Porter Wright Morris & Arthur LLP.

2395932991

T-664 P.002/006 F-848

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FLORIDA LIMITED LIABILITY CO.

~~H&LD, LLC~~ H&LD Venture, LLC

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EXAMINER

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03-11-11 11:43

From-Porter Wright Morris & Arthur LLP.

2395932991

T-664 P.003/006 F-848

March 11, 2011

PORTER, WRIGHT, MORRIS & ARTHUR

SUBJECT: H & LD, LLC
REF: W11000014027

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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 L06000093008.

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) 245-6851.

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From-Porter Wright Morris & Arthur LLP.

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Gina McLeod
Regulatory Specialist II

FAX Aud. #: H11000063666
Letter Number: 111A00006002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
H & LD VENTURE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be H & LD VENTURE, LLC (the "Company").

ARTICLE II -- ADDRESS

The mailing address of the Company shall be 11145 Tamiami Trail East, Naples, FL 34113. The street address of the initial principal office of the Company shall be 11145 Tamiami Trail East, Naples, FL 34113.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

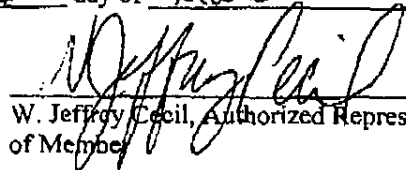
The name and street address of the initial registered agent of the Company in the State of Florida are W. Jeffrey Cecil, Esquire; 9132 Strada Place, 3rd Floor; Naples, FL 34108-2683.

ARTICLE V -- MANAGEMENT

The Company shall be managed by one or more Managing Member in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The 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. At the time that these Articles are executed, the Managing Member is as follows:

Lely Development Corporation
7995 Mahogany Run Lane
Naples, FL 33962

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Naples, Florida, on this 14th day of March, 2011.


W. Jeffrey Cecil, Authorized Representative
of Member

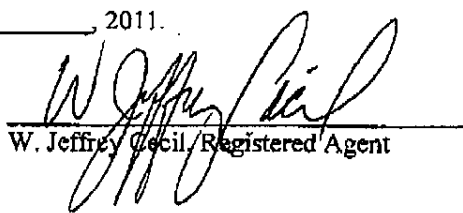
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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of H & LD VENTURE, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: March 11, 2011.
W. Jeffrey Cecil, Registered Agent