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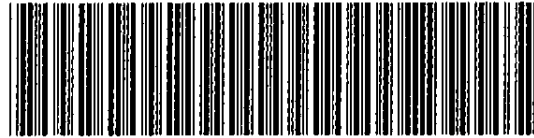
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JUN 16 2011

EXAMINER

**ARTICLES OF ORGANIZATION OF
1502 Canopy, L.L.C.**

The undersigned adopts the following Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be 1502 Canopy, L.L.C. Its principal office and mailing address shall be located at 1502 Canopy Lane, St. George Island, Florida 32328.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance

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of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited to restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MEMBERS and MANAGEMENT

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The initial members of this limited liability company are: Sonja Carter and Matt Carter, wife and husband, 417 West 120th Street, Apt 4D, New York, NY 10027; and, Nancy Carter and Greg Carter, wife and husband, 14090 Stonegate Lane, Minnetonka, MN 55345.

Management of this limited liability company is reserved to its members. The manager shall be Sonja Carter.

ARTICLE V

MEMBERSHIP RESTRICTIONS

The members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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, that member's interest in the company shall transfer to his or her spouse. Upon majority consent, the members at that time shall have the right to continue the business.

ARTICLE VI

CAPITAL CONTRIBUTION

A capital contribution in the amount of \$100.00 shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

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ARTICLE VII

PROFITS AND LOSSES

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. The members shall be entitled to a 100% share of the profits. The distributive share of the profits shall be determined and may be paid to the members on the anniversary date of the commencement of business of the limited liability company, based upon the circumstances, condition, and status of the limited liability company as determined by the Operating Agreement.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, as provided in regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company is Monica Freeland, 2618 Centennial Place, Tallahassee, Florida 32308.

The undersigned, being a member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of 1502 Canopy, L.L.C.

Executed by the undersigned in New York, NY on June 15, 2011.

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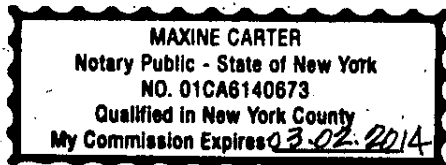
1502 Canopy, L.L.C

By: Sonja Carter
Sonja Carter
Manager

STATE OF ~~FLORIDA~~ NEW YORK
COUNTY OF ~~LEON~~ NEW YORK

BEFORE ME, the undersigned authority, personally appeared Sonja Carter, who is known to me to be the person who executed the foregoing Articles of Organization, and acknowledge before me that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 15th day of June, 2011, at 622 W 113th St New York, New York.



Maxine Carter
NOTARY PUBLIC:

CERTIFICATE OF REGISTERED AGENT

1502 Canopy, L.L.C., names Monica Freeland as its Registered Agent in Florida
accept service of process within Florida.

By signing below, the above-named registered agent accepts the appointment as
Registered Agent and agrees to act in this capacity.

DATED this 16th day of June, 2011.

M Freeland
Monica M. Freeland

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