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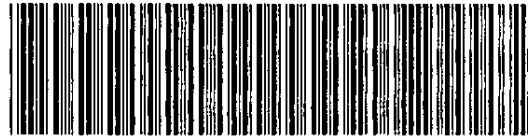
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2011 JUL -5 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
JUL - 6 2011
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SLAPP BROTHERS ACQUISITION AND MANAGEMENT, LLC
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 R. MONROE

Name of Person

Firm/Company

PO BOX 41355

Address

DES MOINES, IA 50311

City/State and Zip Code

JAMESMONROE@MCHSI.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JAMES R. MONROE

Name of Person

at (515) 244-0652

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)

Mailing Address

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

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
SLAPP BROTHERS ACQUISITION AND MANAGEMENT, LLC**

FILED
2011 JUL -5 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: The Secretary of State, State of Florida

The undersigned, acting as the person forming the limited liability company under the Florida Limited Liability Company Act (Chapter 608), Code of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the Company is Slapp Brothers Acquisition and Management, LLC

**ARTICLE II
DURATION**

The Company shall be of perpetual duration.

**ARTICLE III
PURPOSES AND POWERS**

The purposes for which the Company is organized shall include engaging in and doing any lawful act concerning any or all lawful business for which limited liability companies may be formed under Florida law.

**ARTICLE IV
PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the Company is 1223 Biltmore Drive, Fort Myers, FL 33901.

**ARTICLE V
NAME AND ADDRESS OF REGISTERED AGENT**

The address of the initial registered office of the company is 1223 Biltmore Drive, Fort Myers, FL 33901. The name of the initial registered agent at such address is Matthew Martin.

**ARTICLE VI
MEMBERS**

The members of the Company have the right to admit additional members from time to time, upon unanimous approval. Interest of members may be transferred or assigned as provided in the Operating Agreement.

**ARTICLE VII
MANAGEMENT**

Initially, the management of the Company shall be vested in Matthew Martin, as managing member, whose business address is 1223 Biltmore Drive, Fort Myers, FL 33901. The manager shall serve in this capacity until the first annual meeting of the company, or until a successor is duly elected and qualified.

**ARTICLE VIII
INTERNAL AFFAIRS**

The internal affairs of the Company are set forth in the Operating Agreement of the Company, which shall be provided to all present and subsequent members of the Company, and shall govern the operation of the Company and its various members.

**ARTICLE IX
CONVEYANCES**

All conveyances of real property made by the Company, including mortgages, leases and other limited types of conveyances in addition to deeds, and all releases and mortgages, liens, judgments or other claims that are required by law to be made of record, and any other instruments affecting or relating to real estate, may be executed by the operating manager or the assistant operating manager, together with the secretary or the assistant secretary of the Company.


**ARTICLE X
ELIMINATION OF LIABILITY OF MANAGERS**

Liability of the manager and assistant manager of the Company to the Company or its members for money damages for breach of fiduciary duty as a fiduciary shall be eliminated to the maximum extent permitted by Florida law.

**ARTICLE XI
QUORUM**

Fifty-one percent (51%) of the interest entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the members. If a quorum is present, the affirmative vote of the majority of the interest represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless a vote or a greater number is required by the laws of Florida, articles or bylaws of the Company.

DATED at Cape Coral, Florida this 27 day of June, 2011.


MATTHEW MARTIN, Organizer
1223 Biltmore Drive
Fort Myers, FL 33901

FILED
2011 JUL -5 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Slapp Brothers Acquisition and Management, LLC, at the address designated below, 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.

Dated this 27 day of June, 2011.


Matthew Martin



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2011 JUL -5 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA