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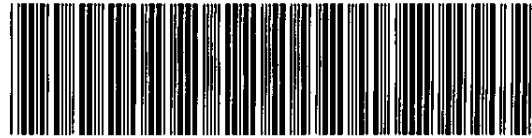
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OCT 26 2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2210 VANDERBILT BEACH ROAD
SUITE 1201
NAPLES, FLORIDA 34109
TEL: 239.649.5200
FAX: 239.649.8140
WWW.CCDLEGAL.COM



J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY
BOARD CERTIFIED REAL ESTATE LAWYER
MICHAEL A. DURANT
BOARD CERTIFIED REAL ESTATE LAWYER
JOSHUA D. RUDNICK

October 20, 2011

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

Re: Resort of Naples, LLC

Dear Sir/Madam:

Enclosed for filing is an original Articles of Organization for Resort of Naples, LLC.
Also, enclosed is Check No. 3325 in the amount of \$125.00, representing the filing fee.

If you have any questions, please let us know. Thank you.

Very truly yours,

CONROY, CONROY & DURANT, P.A.



J. Thomas Conroy, III

Encls.

**ARTICLES OF ORGANIZATION
OF
RESORT OF NAPLES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is Resort of Naples, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 7621 Bay Colony Drive, Naples, Florida 34108. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida 34109.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Anita Lovše, who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the managers as further provided in the Company's regulations. No member other than the managers are an agent of the Company or has the authority to make any contracts, each of whom, may enter into any transactions, or make any commitments on behalf of the Company, who individually shall have that authority. The names and addresses of the managers are:

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TALLAHASSEE, FLORIDA

Anita Lovše
7621 Bay Colony Drive
Naples, FL 34108

J. Thomas Conroy, III
Conroy, Conroy & Durant, P.A.
2210 Vanderbilt Beach Road, Suite 1201
Naples, FL 34109

Špela Peternel
7621 Bay Colony Drive
Naples, FL 34108

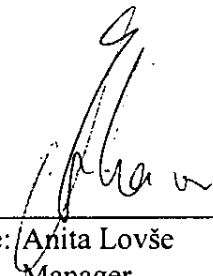
ARTICLE VII
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Regulations.

ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

Executed this 19th day of October, 2011.

By: 
Name: Anita Lovše
Title: Manager

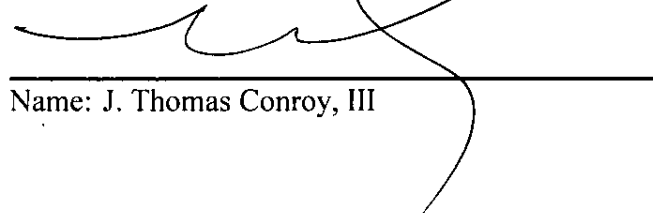
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Resort of Naples, LLC
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Conroy & Durant, P.A.
2210 Vanderbilt Beach Road, Suite 1201
Naples, Florida 34109

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 accept the obligations of my position as registered agent.



Name: J. Thomas Conroy, III

Date: October 19, 2011