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From: (239) 262-2211
Chris Wohlbrandt
VOGEL LAW OFFICE, P.A.
3938 Tamiami Trail North
Suite A
Naples, FL 34103

(City/State/Zip/Phone #)

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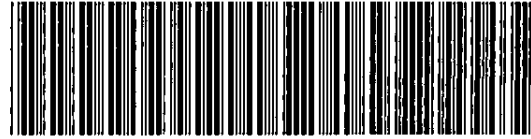
(Business Entity Name)

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C. LEWIS
DEC 1 2011
EXAMINER

**ARTICLES OF ORGANIZATION
OF
M BAY ASSOCIATES, LLC**

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**ARTICLE I
NAME**

The name of the Limited Liability Company is: **M Bay Associates, LLC**

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is:
3936 Tamiami Trail North, Suite A, Naples, Florida 34103.

**ARTICLE III
DURATION**

The period of duration of the Limited Liability Company shall be perpetual or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

**ARTICLE IV
PURPOSE**

The purpose of the Company is to engage in any and/or all lawful business(es).

**ARTICLE V
MANAGEMENT**

The Limited Liability Company is to be managed by Managers and the names and addresses of such Managers who are to serve until a successor is elected and qualified are:

SCA Properties, LLC
674 Palm Circle West
Naples, Florida 34102

Shelter American Holdings, Inc.
c/o 2600 Seven Evergreen Place
Winnipeg, Manitoba R3L 2T3

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

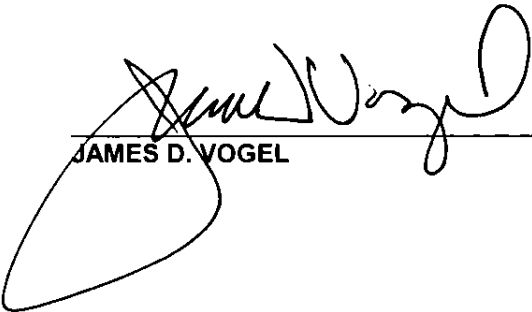
Upon approval by the Members, the company is authorized to issue additional Units in the company and to admit Additional Members to the Company.

**ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

These Articles are executed this _____ day of _____, 2011 by an undersigned authorized representative of a Member of the Company, pursuant to Florida Limited Liability Company Act, Florida Statute §608.401 et seq.

AUTHORIZED REPRESENTATIVE OF A MEMBER:



JAMES D. VOGEL

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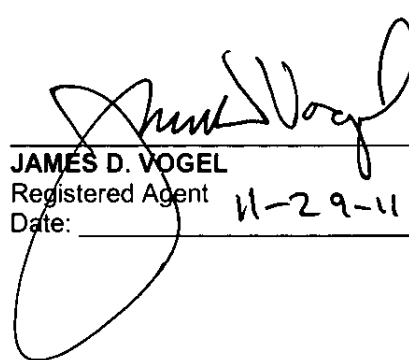
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the Limited Liability Company is: **M Bay Associates, LLC**
2. The name and address of the registered agent and office is:

James D. Vogel
3936 Tamiami Trail North
Suite A
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.



JAMES D. VOGEL

Registered Agent

Date: _____

11-29-11

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