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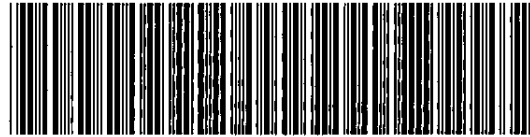
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Munson Vining Midyette & Geary, LLP

Attorneys At Law

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1611 Harden Boulevard

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Fax (863) 683-2849

December 22, 2011

Secretary of State

Registration Section

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

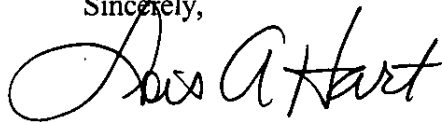
Re: BTW Properties, LLC

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Organization with acceptance of resident agent. A check in the amount of \$125.00 is also enclosed for filing fees in this regard. It would be appreciated if you would please forward confirmation of filing to our office. A self addressed stamped envelope is enclosed.

Thank you for your assistance with this request.

Sincerely,



Lois A. Hart, Legal Assistant to
Peter J. Munson, Esquire

LAH/s

Enclosures

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: **BTW PROPERTIES, 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:

PETER J. MUNSON, ESQUIRE

Name of Person

MUNSON VINING MIDYETTE & GEARY, LLP

Firm/Company

1611 HARDEN BOULEVARD

Address

LAKELAND, FL 33803

City/State and Zip Code

tomwaller@wallergroup.com

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

For further information concerning this matter, please call:

PETER J. MUNSON

Name of Person

at (**863**) **687-8320**

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2011

PETER J. MUNSON ESQ
MUNSON VINING MIDYETTE & GEARY LLP
1611 HARDEN BLVD.
LAKELAND, FL 33803

SUBJECT: BTW PROPERTIES, LLC
Ref. Number: W11000064537

We have received your document for BTW PROPERTIES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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".

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 411A00029030

ARTICLES OF ORGANIZATION
OF
BTW PROPERTIES OF LAKELAND, LLC

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **BTW PROPERTIES OF LAKELAND, LLC**.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 1065 South Florida Avenue, Lakeland, Florida 33803, and its mailing address is Post Office Box 2963, Lakeland, Florida 33806.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Thomas A. Waller, at 1065 South Florida Avenue, Lakeland, Florida 33806.

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12 JAN 12 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (the "Regulations").

ARTICLE VI - ADDITIONAL MEMBERS

(i) The Members may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members, (ii) admission of any such Additional Member(s) requires the written consent of all Members, and (iii) any Additional Members are allocated gain, loss, income or expense by the method provided in these Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Code.

ARTICLE VII - CONTINUATION OF BUSINESS

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, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII - MANAGEMENT



The Company shall be managed by its members. The initial members and thus the managing members shall be Thomas A. Waller, whose address is 1122 Sandpiper Court, Lakeland, Florida 33813, and George B. Waller, whose address is 828 Brookwood Drive, Lakeland, Florida 33813. The Regulations shall require the vote of the Members then having a majority interest in the Company for all decisions of the Company. The signature of a Managing Member of the Company signing on behalf of the Company or the signature of a person

designated as an officer of the Company under the Regulations may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the unanimous consent of the Members.

ARTICLE IX - OPERATING AGREEMENT

The Members of the Company shall hereafter adopt the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as organizer, hereby executes these articles of organization this 20 day of December, 2011.


 (SEAL)
THOMAS A. WALLER, as its Incorporator
 (SEAL)
GEORGE B. WALLER, as its Incorporator

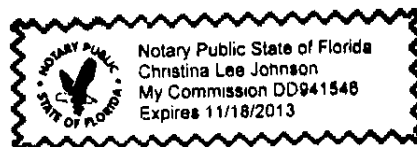
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Thomas A. Waller and George B. Waller, who are personally known to me.

WITNESS my hand and official seal this 20th day of December, 2011, at Lakeland, Florida.

(NOTARIAL SEAL)


Notary Public
State of Florida at Large
My Commission Expires:



ACCEPTANCE

Having been named to accept service of process for BTW Properties of Lakeland, LLC at the place designated as stated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 20 day of December, 2011.



THOMAS A. WALLER