

LI2000044812

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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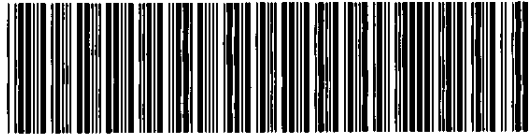
(Business Entity Name)

(Document Number)

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12 MAR 28 AM 9:41
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12 MAR 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan APR 2 2012

**CORPORATE
ACCESS,
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LLC

1.

TERRACAP GP II, LLC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
12 MAR 30 PM 1:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

March 29, 2012

CORPORATE ACCESS, INC.

SUBJECT: TERRACAP GP II, LLC
Ref. Number: W12000017723

Resubmitting with
Requested additional
Documents 3/30/12

We have received your document for TERRACAP GP II, 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 because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles so that we may complete the filing process.

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) 245-6051.

Neysa Culligan
Regulatory Specialist II

Letter Number: 212A00010516

RECEIVED
12 MAR 30 AM 10:45
DEPARTMENT OF STATE

KEVIN A. DENTI, P.A.

2180 Immokalee Road - Suite #316
Naples, Florida 34110
239-260-8111 (Telephone)
239-260-8112 (Facsimile)
kdenti@dentilaw.com
www.dentilaw.com

March 29, 2012

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: TerraCap GP II, LLC
Ref. Number: W12000017723

Dear Sir/Madam:

Attached please find a copy of your letter dated March 29, 2012 with respect to the above-referenced matter. Please be advised that this LLC and TerraCap GP II Corp which was incorporated on March 25, 2011 (copy of Articles of Incorporation attached) are owned by the same principals and have authorized this firm to form TerraCap GP II, LLC. The primary principal of both entities is Walter S. Hagenbuckle. Accordingly, please file the attached Articles of Organization at your earliest possible convenience.

Very truly yours,



Kevin A. Denti, Esquire

KAD/gd
enclosures

ARTICLES OF ORGANIZATION

OF

TERRACAP GP II, LLC

FILED
12 MAR 30 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be:

TerraCap GP II, LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of the Company shall be 1314 Cape Coral Parkway - Suite #320, Cape Coral, Florida 33904, and the mailing address of the Company shall be 1314 Cape Coral Parkway - Suite #320, Cape Coral, Florida 33904.

ARTICLE III. TERM OF EXISTENCE

The Company shall commence its existence on the date that these Articles are filed pursuant to Florida Statutes Section 608.409 and shall exist in perpetuity until dissolved in a manner provided by law or as otherwise provided in the documents governing the operation of the Company.

ARTICLE IV. NATURE OF BUSINESS

The Company intends to engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE V. NEW MEMBERS

No new members shall be admitted without the unanimous consent of the members.

ARTICLE VI. CONTINUATION OF COMPANY

Remaining members of the Company shall have the right to continue the business of the Company upon the death, dissolution, incapacity, bankruptcy, insolvency, retirement, resignation, or expulsion of a member or upon the occurrence of any event that terminates the continual membership of a member in the Company upon the unanimous vote of the remaining members.

ARTICLE VII. MANAGEMENT

The Company shall be managed by a Manager pursuant to Florida Statutes Section 608.422. The name and address of the Manager is as follows:

Walter S. Hagenbuckle
1314 Cape Coral Parkway
Suite #320
Cape Coral, Florida 33904

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the Company is Kevin A. Denti, Esquire. The street address of the initial registered office of the Company shall be Kevin A. Denti, P.A., 2180 Immokalee Road - Suite #316, Naples, Florida 34110. The mailing address of the registered agent shall be Kevin A. Denti, P.A., 2180 Immokalee Road - Suite #316, Naples, Florida 34110.

ARTICLE IX. ORGANIZER

The name and street address of the Organizer of the Company is:

Kevin A. Denti, Esquire
Kevin A. Denti, P.A.
2180 Immokalee Road
Suite #316
Naples, Florida 34110

The undersigned has set his hand hereto on this 27th day of March, 2012.

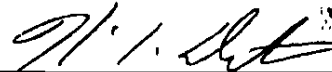


Kevin A. Denti, Esquire
Authorized Representative

ACCEPTANCE

I agree, as Registered Agent, to accept service of process, to keep my office open during all prescribed hours, and to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in a conspicuous place in such office as required by law. I am familiar with and accept the obligations of my position as Registered Agent.

The undersigned has set his hand hereto on this 27th day of March, 2012.



Kevin A. Denti, Esquire
Registered Agent

S:\Clients\TerraCap Partners II\GP II\Articles of Organization

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TALLAHASSEE, FLORIDA