

From: PHOENIX LAW PARTNERS

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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FLORIDA LIMITED LIABILITY CO.
Captiva Downtown Holdings LLC

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4/6/2012 8:56:45 AM PAGE 1/001 Fax Server



April 6, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PHOENIX FILE & PAGIDIPATI PLLC

See attached

SUBJECT: CAPTIVA HOLDINGS LLC
REF: W12000019320

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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) 245-6051.

Neysa Culligan
Regulatory Specialist II

FAX Aud. #: H12000089515
Letter Number: 412A00011180

P.O. BOX 6327 - Tallahassee, Florida 32314

04/06/2012 8:57AM (GMT-04:00)

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**ARTICLES OF ORGANIZATION
For a Domestic Limited Liability Company**

Pursuant to the laws of the State of Florida, to wit Chapter 608, Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):

ARTICLE I

The name of the limited liability company is:

Captiva Downtown Holdings LLC

ARTICLE II

The principal office shall be located at
**2200 First Street
Fort Myers, Florida 33901**

The mailing address is
**PO Box 9
Captiva, Florida 33924**

ARTICLE III

The initial registered agent is
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at
12800 University Drive, Suite 260, in Fort Myers, County of Lee, State of Florida, with
the postal zip code being 33907.

ARTICLE IV

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

ARTICLE V

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

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ARTICLE VI

The Company shall act under the direction of the members (each a Member"), always pursuant to these Articles and the Operating Agreement.

ARTICLE VII

The membership interests shall have no other limitations other than those specifically mandated by the *Florida Limited Liability Company Act* or as specified in these Articles or the Operating Agreement.

ARTICLE VIII

No withdrawing Member is entitled to receive any distribution or the value of the Member's Membership Interest as a result of withdrawal from the Company prior to the Company's liquidation, except as specifically provided in the Operating Agreement.

No Member is entitled to the return of, or interest on, that Member's capital contributions, except as otherwise provided in the Operating Agreement.

ARTICLE IX

The Company shall exist in perpetuity, unless dissolved pursuant to the *Florida Limited Liability Company Act* or as provided in the Operating Agreement.

ARTICLE X

All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws, and with other rights, limitations, preferences and elections as expressed in these Articles.

ACKNOWLEDGMENT

I, an authorized representative of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by any person or entity prior to the Company's formation, if any, execute these Articles this 30 day of March 2012.

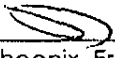

René Miville

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF
Captiva Downtown Holdings LLC

I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608, Florida Statutes that are associated with the appointment.

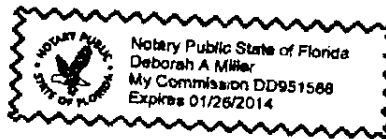

Charles PT Phoenix, Esq

State of Florida)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq, known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 4 day of April 2012.


Notary: Deborah A Miller



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Captiva Downtown Holdings LLC
Membership Listing

The Initial Managing Member of the Company is:

Rene Miville
Margarethe Thye-Miville
Ella Hall

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