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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

APR 24 2012

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 04/23/2012

REF. #: 000447.165373

CORP. NAME: BRIGHTWATERS UNIVERSAL, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 544099 **FOR \$** 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF ORGANIZATION
OF
BRIGHTWATERS UNIVERSAL, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be: **Brightwaters Universal, LLC.**

ARTICLE II
ADDRESS AND PLACE OF BUSINESS

The address of the principal office and the mailing address of this Company shall be:

Principal Office

100 Central Avenue, Suite 200
St. Petersburg, FL 33701

Mailing Address

100 Central Avenue, Suite 200
St. Petersburg, FL 33701

ARTICLE III
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE V
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the managers and, except as otherwise provided in the operating agreement of the Company, if any ("Operating

Agreement"), the business and affairs of the Company shall be managed by or under the direction of the managers. The members may appoint one or more managers and grant them such authority as specifically provided by statute or by the Operating Agreement.

**ARTICLE VI
RIGHT TO CONTINUE 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 Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company.

**ARTICLE VIII
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

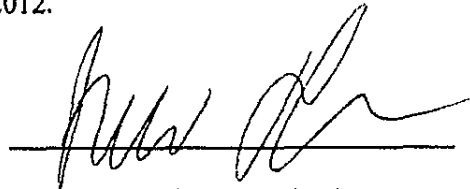
**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is **515 East Park Avenue, Tallahassee, FL 32301** and the name of the initial registered agent is **NRAI Services, Inc.** The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.415, Florida Statutes.

**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of **Brightwaters Universal, LLC**. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 23rd day of April, 2012.



Drew LaGrande, Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **Brightwaters Universal, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 608.415, Florida Statutes.

EXECUTED this 23rd day of April, 2012.

NRAI SERVICES, INC.

By: Katie Wunsch

Name: Katie Wunsch

Its: Assistant Secretary

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12 APR 23 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA