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FLORIDA LIMITED LIABILITY CO.

The Foliage At Sanibel LLC

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# ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is: The Foliage At Sanibel LLC

#### Article II. Principal Address

The street address of the Company's initial principal office is: The Foliage At Sanibel LLC 585 East Gulf Drive Unit B1 Sanibel FL 33957

## Article III. Mailing Address

The Company's initial mailing address is: 301 Oak Knoll Drive Dayton, OH 45419

#### Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Stephen Ralli ERA Financial Group LLC 4115 Dahoon Holly Court Bonita Springs FL 34134 12 SEP 20 PM 2: 47
JECKETARY OF STATE
TALLAHASSEE, FLORIDA

#### H12000231813

### Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

## Article VI. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

#### Article VII. Management

This will be a manager-managed company. The name and address of each manager is:

GREGORY G. FINDLAY 585 East Gulf Drive Unit B1 Sanibel FL 33957

#### H12000231813

## Article VIII. Company Existence

The Company's existence shall begin effective as of September 20, 2012. The undersigned authorized representative of a member executed these Articles of Organization on September 20, 2012.

LAW OFFICES OF JASON R. MAUGHAN, P.A.

by Lauren Vadney as attorney-in-fact

## STATEMENT OF REGISTERED AGENT

### **LIMITED LIABILITY COMPANY:**

The Foliage At Sanibel LLC

## REGISTERED AGENT/OFFICE:

Stephen Ralli ERA Financial Group LLC 4115 Dahoon Holly Court Bonita Springs FL 34134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

STEPHEN RALLI

by Lauren Vadney as attorney-in-fact

Date: September 20, 2012.