

11/29/2012 16:22 FAX 239 847 8025

Division of Corporations

CUMMINGS & LOCKWOOD, LLC

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : CUMMINGS & LOCKWOOD, LLC  
Account Number : 102336001100  
Phone : (239) 649-3101  
Fax Number : (239) 430-3344

NOV 30 2012

L. SELLERS

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

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FLORIDA LIMITED LIABILITY CO.  
MORNINGSIDE LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 02       |
| Estimated Charge      | \$125.00 |

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Corporate Filing Menu

Help

ARTICLES OF ORGANIZATION  
OF  
MORNINGSIDE LLC

ARTICLE I

Name

The name of this Limited Liability Company is Morningside LLC (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is:

17 Cross Road  
Darien, CT 06820

ARTICLE III

Purpose

The purpose for which this limited liability company is organized is for any and all lawful business as a limited liability company.

ARTICLE IV

Duration

The period of duration for the Company is perpetual.

ARTICLE V

Registered Office and Agent

The name and the Florida street address of the registered agent are:

CLASP, INC.  
3001 Tamiami Trail North, Suite 400  
Naples, Florida 34103

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608,*

By:

William N. Horowitz  
William N. Horowitz, Vice President

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## ARTICLE VI

Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The names and addresses of the initial managers of the Company are:

Michael C. Huebsch  
17 Cross Road  
Darien, CT 06820

Suzanne d'Harcourt Hooper  
17 Cross Road  
Darien, CT 06820

## ARTICLE VII

Limitation on Agency Authority of Members

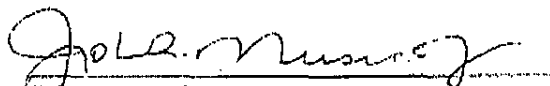
Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a member, and no member may bind the Company by taking any action solely by virtue of being a member.

## ARTICLE VIII

Written Operating Agreement

Any Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

Dated November 29, 2012.

  
John R. Musicaro, Jr.  
Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

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