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(Requestor's Name)

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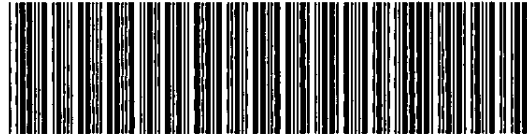
(Business Entity Name)

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TALLAHASSEE FLORIDA

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D. BRUCE

113-15498



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 15, 2013

KATHLEEN B. JOHNSON, P.A.
125 CRAWFORD BLVD
BOCA RATON, FL 33432

SUBJECT: WILLIS PROPERTY MANAGEMENT #2, LLC
Ref. Number: W13000015506

Upon receipt of your letter and/or check(s) totaling \$155.00, no document was found. Please send your document with any fees due to:

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

Please return a copy of this letter to ensure your money is properly credited.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 513A00006220

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(850) 245-6051.

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: WILLS PROPERTY MANAGEMENT #2, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

KATHLEEN B. JOHNSON

Name of Person

KATHLEEN B. JOHNSON, P.A.

Firm/Company

125 Crawford Blvd.

Address

Boca Raton, FL 33432

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PAUL S. WILLS

Name of Person

at

561 504-4647

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee &
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|---|--|

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FL
DIVISION OF STATE
CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
WILLS PROPERTY MANAGEMENT #2, LLC**

THE UNDERSIGNED CERTIFY THAT they have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

1. NAME AND PRINCIPAL PLACE OF BUSINESS

1.1. The name of the limited liability company shall be WILLS PROPERTY MANAGEMENT #2, LLC, and its principal office is 445 Oregon Lane, Boca Raton, FL 33487, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The company's mailing address is 445 Oregon Lane, Boca Raton, FL 33487.

2. COMMENCEMENT DATE AND DURATION

2.1 The date when existence shall commence of this limited liability company shall be the date when these Articles have been executed and acknowledged if such date is within five business days prior to the date of filing, or the date filed with the Secretary of State of Florida if filed more than five business days after the date of such execution.

2.2 This limited liability company shall have a perpetual existence, or shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

3. PURPOSES AND POWERS

3.1 In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

3.2 To engage in any activity or business authorized under the Florida Statutes.

3.3 In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida; and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3.4 To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or

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FLORIDA

corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

3.5 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

3.6 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

3.7 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

3.8 The several clauses contained in this statement of the general nature of the business, or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

3.9 Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may or may not, under Florida laws, lawfully carry on, exercise, or do.

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IN AND FOR THE COUNTY OF FLORIDA

4. **MANAGEMENT**

4.1 The limited liability company shall be managed by one or more managing members as may be determined from time to time in accordance with the Regulations of the company. The names and addresses of the persons who shall serve until the first annual meeting of members or until a successor is elected and qualified are as follows:

PAUL STEWART WILLS and MARTHA ANN WILLS, 445 Oregon Lane, Boca Raton, FL 33487.

5. **MEMBERSHIP RESTRICTIONS**

5.1 Members shall have the right to admit new members by consent of two-thirds of the voting interest of the members. Contributions required of new members shall be determined as to the time of admission to the limited liability company.

5.2 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

5.3 On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on consent of two-thirds of the voting interest of the remaining members.

6. **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

6.1 The name and address of the initial registered agent of the limited liability company is PAUL STEWART WILLS, 445 Oregon Lane, Boca Raton, FL 33487.

The undersigned, the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WILLS PROPERTY MANAGEMENT #2, LLC.

Executed by the undersigned at Boca Raton, Florida on the 5 day of March, 2013.


PAUL STEWART WILLS

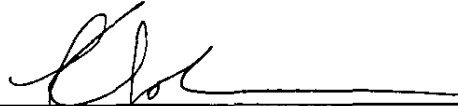

MARTHA ANN WILLS

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2013 APR -5 PM 4:23
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR THE
FIFTH DISTRICT OF FLORIDA
BOCA RATON, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5 day of March, 2013, by PAUL STEWART WILLS and MARTHA ANN WILLS, who are personally known to me or whom have produced Fl. driver's license as identification and who did not take an oath.



Notary Public
State of Florida
Serial Number:
My Commission Expires:



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CLERK OF STATE
TALLAHASSEE FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is WILLS PROPERTY MANAGEMENT, #2, LLC.

The name of the registered agent is PAUL STEWART WILLS, and the street address of the company's registered office where the agent is located is 445 Oregon Lane, Boca Raton, FL 33487.


This statement is to acknowledge that, as indicated above, WILLS MANAGEMENT PROEPRTY #2, LLC, has appointed PAUL STEWART WILLS as its registered agent to accept service of process for the company at the place designated above in this certificate. -PAUL STEWART WILLS accepts this appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.


PAUL STEWART WILLS

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5 day of March 2013, by PAUL STEWART WILLS, who is personally known to me or who has produced Fl. driver's license as identification and who did not take an oath.

1/cers


Notary Public
State of Florida
Serial Number:
My Commission Expires:

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CLERK OF STATE
JANISSE L. HARRIS
TALLAHASSEE, FLORIDA

