

10/14/2013 13:42 FAX 4074231831

DEAN MEAD ORLANDO

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Division of Corporations

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
TPIMS Land Company, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
TPIMS LAND COMPANY, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is TPIMS Land Company, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The street address, and the mailing address, of the principal office of the Company is 11350 SW Village Parkway, Port St. Lucie, Florida 34987.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The name of the registered agent of the Company at that address is Dean Mead Services, LLC.

ARTICLE IV - MEMBER MANAGED

The Company is to be a single member, member-managed company. The name and address of the sole member of the Company are as follows:

Torrey Pines Institute for Molecular Studies, Inc.
11350 SW Village Parkway
Port St. Lucie, FL 32987

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ARTICLE V - SECTION 501(c)(3) ORGANIZATION

The Company is organized for charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"), and exclusively for the benefit of its sole member, an organization exempt from tax pursuant to Code Section 501(c)(3). No part of the net earnings of the Company shall inure to the benefit of any private person (other than as reasonable payment for services rendered by such person). No substantial part of the activities of the Company shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Company shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office. The Company shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

The transfer of a membership interest in the Company is prohibited except for a transfer approved by the member of the Company to an organization exempt from tax pursuant to Code Section 501(c)(3), or to the federal government or a state or local government, for a public purpose.

Upon the dissolution of this Company, after the payment or provision for the payment of all of the liabilities of this Company, all of the assets of this Company shall be distributed to its sole member; provided, however, that if the Company's member is not an organization exempt from tax pursuant to Code Section 501(c)(3) at such time, then such assets shall be distributed for one or more scientific purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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ARTICLE VI - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

The undersigned member has made and subscribed these Articles of Organization this 3 day of Sept, 2013.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Torrey Pines Institute for Molecular Studies, Inc.

By: TRA

Richard Houghten, President

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TALLAHASSEE, FLORIDA

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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, the undersigned hereby accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and is familiar with, and accepts the duties and obligations of, Section 608.415 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth,
Capouano & Bozarth, P.A., sole Member

By: Jane D. Callahan

Jane D. Callahan, Vice President

Date: Oct. 14, 2013