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13 OCT 14 AM 9:57
TOLSON
U.S. DEPT. OF JUSTICE

J. Shivers OCT 15 2013



Barry L. Miller*

Joseph Lenti, II

Bryan Chiafullo, *Paralegal*

Jennifer A. Steele, *Paralegal*

October 11, 2013

VIA UPS OVERNIGHT

Florida Department of State
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

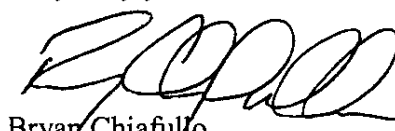
Re: KW LUXURY WINTER PARK, LLC

Dear Secretary:

Enclosed please find the original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above limited liability company. Please file same and return one copy of the Articles time stamped from your office. A check in the amount of \$125.00 is also enclosed to cover the filing fees associated with this matter.

Thank you for your time and cooperation in this matter.

Very truly yours,



Bryan Chiafullo
Paralegal

BC/ms
Enclosures

ARTICLES OF ORGANIZATION
KW LUXURY WINTER PARK, LLC
A LIMITED LIABILITY COMPANY

FILED
13 OCT 14 AM 9:57
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
STATE OF FLORIDA

1. **Name.** The name of the limited liability company is KW LUXURY WINTER PARK, LLC.

2. **Purpose.** The purpose of this limited liability company is real estate and related services and may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. **Address of Principle Office.** The address (mailing and street address) of the registered office of the limited liability company is 708 E. Colonial Drive, Suite 200, Orlando, FL 32803.

4. **Term.** Term of this LLC shall be perpetual.

5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.

6. **Period of Duration.** The period of duration shall be perpetual.

7. **Management.** Management of the limited liability company at the time of formation shall be by the managing members whose names and addresses are as follows:

Denise LeHeup

708 E. Colonial Drive, Suite 200, Orlando, FL
32803

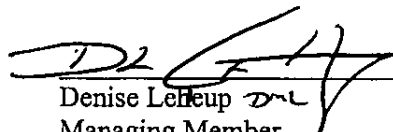
WK Holdings, L.L.C., a Florida limited
liability company

P.O. Box 2641, Chapel Hill, NC 27515

8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

9. **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on 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 limited liability company as further set forth in the Operating Agreement of the limited liability company.

WK Holdings, L.L.C.
A Florida limited liability company


Denise LeHeup
Managing Member


Jay Crow, as Managing Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is KW LUXURY WINTER PARK, LLC.
2. **Registered Office.** The address of the registered office of the limited liability company is 708 E. Colonial Drive, Suite 200, Orlando, FL 32803.
3. **Registered Agent.** Denise Leheup is appointed, and by her signature below accepts appointment, to act as the Registered Agent of KW LUXURY WINTER PARK, LLC.

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.


Denise Leheup

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13 OCT 14 AM 9:57
TALLAHASSEE, FLORIDA