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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

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

Email Address: CLASP@CL-LAW.COM

**FLORIDA LIMITED LIABILITY CO.
12th and Goodlette, LLC**

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DIVISION OF CORPORATIONS
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AUG 11 2014

S. YOUNG

**ARTICLES OF ORGANIZATION
OF
12TH and GOODLETTE, LLC**

Article I.

Name

The name of the limited liability company is: 12TH and GOODLETTE, LLC (the "Company").

Article II.

Duration

The period of duration of for the Company is perpetual.

Article III.

Address

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

121 Goodlette Road North
Naples, Florida 34102

Article IV.

Exempt Nature of Activities and Purposes

The Company is organized and shall be operated exclusively for religious, charitable, scientific, literary, and/or educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws (the "Code") and the federal income tax regulations thereunder, by operating exclusively for the benefit of, to perform the functions of, or to carry out the purposes of its Members (the "Company's Exempt Purposes"). The nature of the Company's activities shall be to undertake or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, within or without the United States of America, as the Members determine are appropriate to carry out, promote, or further the Company's Exempt Purposes. It is intended that the Company shall qualify for recognition, separate from its Members, as an organization that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, that is not a private foundation, and to which transfers may be made that are deductible for federal income, gift, and estate tax purposes by resident and citizens of the United States of America (a "Qualified Charitable Organization").

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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 state 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 605, F.S.

Dated August 8, 2014

CLASP, INC.

By: Deborah L. Russell
Deborah L. Russell, Vice President

Article VI.
Nonprofit Company

The Company is nonprofit and shall not make distributions except to the Members or, if no Member is then a Qualified Charitable Organization, in accordance with the provisions of the Article of these Articles of Organization entitled "Liquidation and Dissolution."

Article VII.
Management

The company is to be managed by one or more Managers who need not to be Members, and is, therefore, a manager-managed company.

Article VIII.
Membership

All Members of the Company shall be Qualified Charitable Organizations. The initial Member of the Company is the NEIGHBORHOOD HEALTH CLINIC, a Florida not-for-profit corporation.

Article IX.
Managers' and Member's Authority

Subject to the condition that no power or discretion shall be exercised by the Managers in any manner or for any purpose that is not consistent with the Company's Exempt Purposes and its ability to qualify for recognition as separate Qualified Charitable Organization, but without otherwise limiting the powers conferred upon the Managers by law, the Managers are authorized to engage in any lawful act or activity that is consistent with the Company's Exempt Purposes and its ability to qualify for recognition as a separate Qualified Charitable Organization, and to do everything necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Company's Exempt Purposes or designed, directly or indirectly, to promote the interests of the Company.

Pursuant to Section 605.04074, Florida Statutes, no Member of the Company shall be an agent of the Company for the purposes 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 X.
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 the Members and the 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.

Article XI.
Liquidation or Dissolution

In the event of the liquidation or dissolution of the Company, whether voluntary or involuntarily, no private individual or entity (other than a Qualified Charitable Organization) shall be entitled to any distribution or division of the Company's remaining assets or proceeds, except as provided by law. Upon winding up or dissolution of the Company, after paying or adequately providing for payment of the debts and obligations of the Company, the remaining assets shall be distributed to the Members in equal shares or, if the Members are not then Qualified Charitable Organizations, in such shares, in such manner, and exclusively for such of the Company's Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations described in Section 507(b)(1)(A) of the Code) as their Managers in their sole discretion determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the Twentieth Judicial Circuit, Collier County, Florida (or any court of

competent jurisdiction of the principal office of the Company is then located outside the State of Florida), exclusively for such of the Company's Exempt Purposes or to such one or more Qualified Charitable Organizations having similar charitable purposes as the court shall determine.

Article XII
Authorized Representative

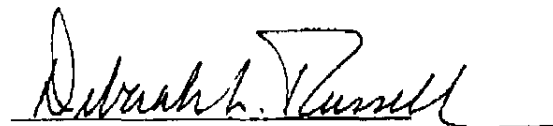
The name and address of the Authorized Representative is:

Deborah L. Russell
Cummings & Lockwood LLC
3001 Tamiami Trail North, Suite 400
Naples, Florida 34103

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

Dated August 8, 2014

By:



Deborah L. Russell
Authorized Representative

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