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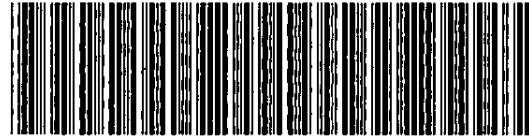
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Turnpike 470 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:

Stephen G. Knowles
Name of Person

n/a
Firm/Company

1212 South 7th Street
Address

Leesburg Florida 34748
City/State and Zip Code

steveli2@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen G. Knowles at (352) 504-8921
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input checked="" 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

Audit # _____

**ARTICLES OF ORGANIZATION
OF
TURNPIKE 470, LLC**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of becoming a limited liability company (herein sometimes referred to as "company") under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I

Name and Principal Office

The name of this limited liability company is TURNPIKE 470, LLC and its principal office and mailing address is located at 1212 South Seventh Street, Leesburg, FL 34748.

ARTICLE II

Duration

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE III

Purpose

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Continuation of Business

If the members do not elect to dissolve this company within ninety (90) days after 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 this company, then this company shall not be dissolved by reason of such event, its affairs shall not be wound up, and it shall remain in existence as a limited liability company under the laws of the State of Florida.

William H. Cauthen, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar # 133488
Audit # _____

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ARTICLE V
Membership

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI
Dissolution

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE VII
Management

This organization is to be managed by a manager or managers elected by a majority interest of its members. The initial manager(s), who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be: STEPHEN GORDON KNOWLES.

ARTICLE VIII
Amendment of Articles of Organization and Operating Agreement

These Articles of Organization and the Company's Operating Agreement may be amended at any time by the members holding at least a majority capital interest in the Company.

ARTICLE IX
Initial Registered Office and Agent

The street address of this limited liability company's initial registered office is 1212 South Seventh Street, Leesburg, FL 34748 and the name of this limited liability company's initial registered agent is STEPHEN GORDON KNOWLES.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization of this limited liability Company this 6 day of December, 2014.


STEPHEN GORDON KNOWLES

Audit # _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

STEPHEN GORDON KNOWLES, having been named as registered agent to accept service of process for TURNPIKE 470, LLC, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: 1212 South Seventh Street, Leesburg, FL 34748.

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 6 day of December 2014.


STEPHEN GORDON KNOWLES

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TALLAHASSEE, FLORIDA