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Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
CONVIVIAL ST. PETERSBURG, LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

Convivial St. Petersburg, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

6710 Professional Parkway

Suite 301

Sarasota, FL 34240

6710 Professional Parkway

Suite 301

Sarasota, FL 34240

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Joel L. Anderson

Name

6710 Professional Parkway, Suite 301

Florida street address (P.O. Box **NOT** acceptable)

Sarasota

FL

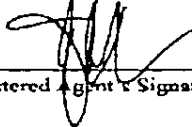
34240

City

State

Zip

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 as provided for in Chapter 605, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

Name and Address:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Convivial Life, Inc.
6710 Professional Parkway, Suite 301
Sarasota, FL 34240

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____, (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

See attachment.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Joel L. Anderson

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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**ATTACHMENT TO THE ARTICLES OF ORGANIZATION
OF
CONVIVIAL ST. PETERSBURG, LLC**

This Attachment and the form it accompanies constitute the Articles of Organization pursuant to Section 605.0201 of the Florida Revised Limited Liability Company Act, as amended (the "*Act*"). Convivial St. Petersburg, LLC is a Florida limited liability company (the "*Company*"). The purpose of this Attachment is to supplement the form to include additional provisions and comply with the Act.

**ARTICLE I
OBJECTS AND PURPOSES**

The purpose of the Company is to operate exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and regulations promulgated thereunder. The objectives of the Company toward achieving this purpose will include the following:

- a. To do all things necessary and incidental related to the general social, benevolent and charitable works of the Company and the Member.
- b. To comply with section 501(c)(3) by limiting the Company's functions to the purposes listed in section 501(c)(3), namely "charitable, religious, educational, and scientific purposes."
- c. No part of the net earnings, gains or assets of the Company shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Company shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Company shall not carry on any activities not permitted to be carried on:
 - i. By the Member;
 - ii. By an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986, as an organization described in section 501(c)(3) of such Code, or
 - iii. By an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

**ARTICLE II
MEMBER**

The member of the Company (the "*Member*") must be either: (i) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 or (ii) a governmental unit described in Section 170(c)(1) (or wholly owned instrumentality of such governmental unit). In the event the Member ceases to meet the

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requirements set forth above, such member's membership rights shall be suspended until such Member regains recognition of its Section 501(c)(3) status.

ARTICLE III DISSOLUTION

- a. The Company shall dissolve, and its affairs shall be wound up upon the first to occur of the following: (i) the written consent of the Member; or (ii) any other event or circumstance giving rise to the dissolution of the Company under the Act, unless the Company's existence is continued pursuant to the Act.
- b. Upon dissolution of the Company, the Company shall immediately commence to wind up its affairs and the Member shall promptly liquidate the business of the Company.
- c. In the event of dissolution, the Member shall conduct only such activities as are necessary to wind up the Company's affairs (including the sale of the assets of the Company in an orderly manner), and the assets of the Company shall be applied as follows:
 - i. first, to creditors, to the extent otherwise permitted by law, in satisfaction of liabilities of the Company (whether by payment or the making of reasonable provision for payment thereof); and
 - ii. thereafter, to the Member or, if the Member does not then qualify as an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, to: (A) a nonprofit organization or organization which may have been created to succeed the member, as long as such organization or each of such organization shall then qualify as an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or (B) to a nonprofit organization or organizations having similar aims and objects as the Member, as long as such organization shall then qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986.
- d. Upon the completion of the winding up of the Company, the Member shall file Articles of Dissolution in accordance with the Act.
- e. No distribution of the assets of the Company shall ever be made to any officer of this Company.

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