

**L9700000209**  
**TRANSMITTAL LETTER**  
**FOR FLORIDA LIMITED LIABILITY COMPANY**

97 FEB 12 AM 10:07

TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Wilson - Naples Real Estate No. 1, L.C.  
(Proposed limited liability company name - must include suffix)

300002085043--1  
-02/12/97--01044--015  
\*\*\*\*285.00 \*\*\*\*285.00

Enclosed is an original and one (1) copy.

300002085043--1  
-02/12/97--01044--015  
\*\*\*\*285.00 \*\*\*\*285.00

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.  
**Please send one check for the total amount made payable to the Florida Department of State.**

Richard A. Gorga

FROM: Richard A. Gorga, CPA

Name (Printed or typed)

MINUTE BOOK BY PHONE TO

CORRECT ARTICLE IV  
to add principal address  
on the back page

3435 10th Street North, #301

Address

Naples, FL 34103

City, State & Zip

(941) 434-5529

Daytime Telephone number

OH 2/20/97  
W91  
3/1/97  
2/1/97

JUN 12 1967  
OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
WILSON-NAPLES REAL ESTATE NO. 1, L.C.

The undersigned, for the purpose of forming a limited liability company (the "Company") under the Florida Limited Liability Company Act, Florida Statute §§608.401-.514 (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE I

The name of the limited liability Company is WILSON-NAPLES REAL ESTATE NO. 1, L.C.

ARTICLE II

The Company's duration shall commence upon the filing of these Articles with the Florida Department of State and shall continue until December 31, 2043, or until earlier dissolved as provided in the Act and in these Articles.

ARTICLE III

Management, direction and control of the Company shall be vested in managers. The manager who is to serve until the first annual meeting of the members or until his successor is elected and qualified is:

Robert Wilson III

10530 Marty  
Overland Park, Kansas 66212

ARTICLE IV

The address of the Company's registered office in the State of Florida is 3435 Tenth Street North, #301, Naples, Collier County, Florida 34103. The name of its registered agent at that address is Richard Gorga, CPA. The principal address is the same as the registered office.

ARTICLE V

The members or remaining members may admit additional members if approved by the consent of members holding a majority in interest of the voting share interests of the Company.

ARTICLE V

Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy (as such terms are used in the Act) of a member or upon any other event which terminates the continued membership of a member in the Company under the Act or the Regulations, the Company may be continued if all of the remaining members give their written consent to such continuation, or action by the remaining members is taken in conformity with the Regulations of the Company.

ARTICLE VI

These Articles of Organization have been executed by the undersigned member this 2nd day of January, 1997.



Robert Wilson III

STATE OF KANSAS       )  
                              )  
COUNTY OF JOHNSON   ) ss.

On this 2nd day of January, 1997, at my office in said County and State, before me, the undersigned, a notary public, personally appeared Robert Wilson III, to me personally known and know to me to be the same person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

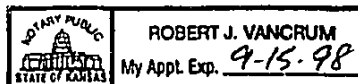
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



Notary Public

My Commission Expires:

RJVAN1LS.CWD/jsd



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

271012 710007

MEMBERSHIP AFFIDAVIT

The undersigned member or authorized representative of a member of Wilson-Naples Real Estate No. 1, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is \$ 1,400,000.
- 3) if any, the agreed value of property other than cash contributed by members is \$ -0-. A description of the property is attached and made a part hereof.
- 4) the total amount of cash or property anticipated to be contributed by members is \$ 1,400,000. This total includes amounts from 2 and 3 above.

  
Robert Wilson III

(In accordance with section 608.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FEB 12 1997  
TALLAHASSEE, FLORIDA

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

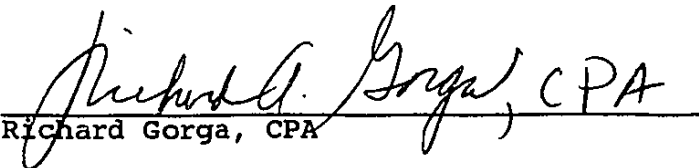
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Wilson-Naples Real Estate No. 1, L.C.

2. The name and address of the registered agent and office is:

Richard Gorga, CPA  
3435 Tenth Street North, #301  
Naples, Florida 34103

*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.*

  
Richard Gorga, CPA

Date: 1-13-97