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PHILLIP A. ROACH  
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97 MAY -1 PM 2: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 29, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

100002162641--0  
-05/01/97--01130--019  
\*\*\*\*285.00 \*\*\*\*285.00

Re: THE SPINNAKER GROUP, L.C.

Dear Sir or Madam:

I have enclosed an original and one (1) copy of the Articles of Organization of Florida Limited Liability Company for the above referenced company, together with the Certificate of Designation and Acceptance of the Registered Agent. Additionally, I have enclosed a check in the amount of \$285.00 to cover the filing fee, and Registered Agent Designation.

If everything meets with your approval, please return your letter of acknowledgement to the above address. Thank You.

Sincerely,

PHILLIP A. ROACH

PAR/lmm  
enc

COPIES  
AUTHORIZATION BY \_\_\_\_\_  
DATE TO \_\_\_\_\_  
BY *Arthur J.*

*PH*

*W97-10281*  
*PH*  
*5/5/97*  
*PH*  
*5/5/97*

**ARTICLES OF ORGANIZATION  
OF**

**THE SPINNAKER GROUP, L.C.**

FILED

97 MAY -1 PM 2: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be THE SPINNAKER GROUP, L.C.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company shall be 15 - 8th Street, Bonita Springs, Florida 34134.

**ARTICLE III - DURATION**

The company shall commence its existence of the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than April 15, 2007, unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is Steven R. Elferdink, 15-8th Street, Unit 1, Bonita Springs, FL 34134.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The member of the company shall contribute to the capital of the company the cash or property.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contribution to the company only on the unanimous consent of all the members.

## ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and condition as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VIII TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members

NAME	ADDRESS
Vanderbilt Beach Motel, Inc.	9225 Gulfshore Drive, North Naples, FL 34108
Sheldon Starmon	4099 Tamiami Trail, 4th Floor Naples, FL 34103
Steven R. Elferdink and Anne E. Elferdink	15 - 8th Street, Unit 1 Bonita Springs, FL 34134
Ronald R. Rubeck and Kathleen M. Rubeck	1517 Browing Lane Bloomington, IN 47401

In witness whereof, the undersigned organizers have made and subscribed these articles of organization at 16517 Vanderbilt Drive, Suite 2, Bonita Springs, Florida, on this 29<sup>th</sup> day of April, 1997.

SR. Elferdink

Name of Organizer:

Steven R. Elferdink

STATE OF FLORIDA  
COUNTY OF COLLIER

SR. Elferdink

Steven R. Elferdink/APPLICANT

Sworn to (or affirmed) and subscribed before me this 29<sup>th</sup> day of April, 1997, by  
Steven R. Elferdink.

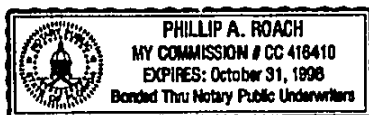
Phillip A. Roach

Notary Public - State of Florida

Phillip A. Roach

Print, Type, or Stamp

Commissioned Name of Notary Public



☒ Personally Known

☐ Or produced Identification

Type of Identification Produced:


### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of The Spinnaker Group, 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 member(s) is \$100,000.
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$100,000. This total includes amounts from 2 and 3 above.

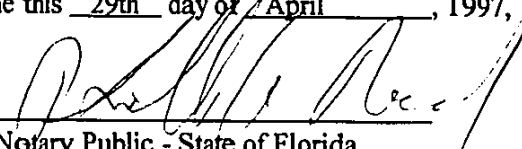
THE AFFIANT SAYS NOTHING FURTHER

Dated: April 29, 1997

  
Printed Name: Steven R. Elferdink

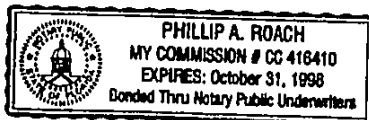
STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to (or affirmed and subscribed before me this 29th day of April, 1997,  
by Steven R. Elferdink.

  
Notary Public - State of Florida

Phillip A. Roach  
Print, Type, or Stamp  
Commissioned Name of Notary Public

☒ Personally Known  
☐ Or produced Identification  
Type of Identification Produced: \_\_\_\_\_



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

FILED  
97 MAY -1 PM 2: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

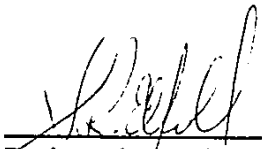
**The Spinnaker Group, L.C.**

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

**Steven R. Elferdink  
15-8th Street, Unit 1  
Bonita Springs, FL 34134**

*Having been named as register 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 register agent.*

April 29, 1997  
Date

  
\_\_\_\_\_  
Registered Agent/Steven R. Elferdink