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Goodman & Breen

ATTORNEYS AT LAW

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*Board Certified Attorney in
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December 21, 1998

EXPRESS MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002719971--9
-12/22/98--01102--016
****337.50 ****337.50

Re: Empire/Pelican Marsh, L.L.C.

CM

Dear Sir:

1098-29063

Enclosed for the above-referenced limited liability company are the Articles of Organization and a check in the amount of \$337.50 representing the appropriate filing fees for the Articles of Organization (\$250), and Acceptance (Designation) of Registered Agent (\$35), and issuance of certified copy of same (\$52.50), payable to the Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone at (941) 403-3000.

Thank you for your assistance in this matter.

Sincerely,



Kenneth D. Goodman

Enclosures

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99 JAN 13 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1998

KENNETH D. GOODMAN
GOODMAN & BREEN, ATTORNEY AT LAW
3838 TAMIAMI TRAIL NORTH, SUITE 300
NAPLES, FL 34103

SUBJECT: EMPIRE/PELICAN MARSH, L.L.C.
Ref. Number: W98000029069

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TALLAHASSEE, FLORIDA

We have received your document for EMPIRE/PELICAN MARSH, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 098A00060810

ARTICLES OF ORGANIZATION
OF
EMPIRE/PELICAN MARSH, L.L.C.

The undersigned, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization for such limited liability company:

ARTICLE I

The name, street address of the principal office and mailing address of the limited liability company are:

EMPIRE/PELICAN MARSH, L.L.C.
1750 J&C Blvd, Suite 2
Naples, Florida 34109

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The limited liability company shall be managed by a manager, whose name and address is:

RICK MELSON
1750 J&C Blvd, Suite 2
Naples, Florida 34109

The manager shall serve until his successor is elected and qualified.

ARTICLE IV

The initial member can admit such additional members or such terms and conditions as the initial member deems appropriate and as set forth in any operating agreement subsequently entered into by the initial member (or the

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TALLAHASSEE, FLORIDA

members of the limited liability company at the time such operating agreement is entered into).

ARTICLE V

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member shall be entitled to continue the limited liability company by an affirmative vote of a majority of the remaining members.

ARTICLE VI

The name and address of its initial registered agent and office are:

RICK MELSON
1750 J&C Blvd, Suite 2
Naples, Florida 34109

ARTICLE VII

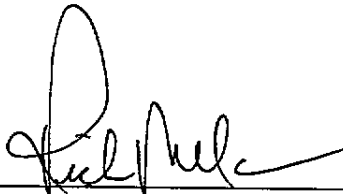
The name and address of sole member are:

RICK MELSON
1750 J&C Blvd, Suite 2
Naples, Florida 34109

ARTICLE VIII

The corporation shall commence its existence on December 22, 1998.

Dated: December 21, 1998.



Rick Melson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21st day of December, 1998, by Rick Melson, who ☒ is personally known to me or ☐ has produced a driver's license as identification, and who did take an oath.

NOTARY PUBLIC:

Sign

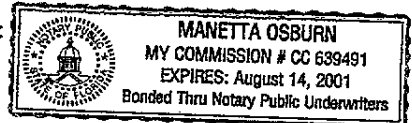
Manetta Osburn

Print

MANETTA OSBURN

State of Florida at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named limited liability company to accept service of process for said company, at the place designated in the foregoing Articles of Organization, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Rick Melson

Rick Melson
Registered Agent

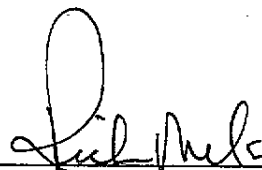
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of the sole member of **EMPIRE/PELICAN MARSH, L.L.C.**, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) shall be Two Hundred Thousand Dollars (\$200,000).
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash and property anticipated to be contributed by the member(s) shall be Two Hundred Thousand Dollars (\$200,000).

Dated: December 21, 1998.


Rick Melson

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21st day of December, 1998, by **Rick Melson**, who ☒ is personally known to me or ☐ has produced a driver's license as identification, and who did take an oath.

NOTARY PUBLIC:

Sign



Print

MANETTA OSBURN

State of Florida at Large

My Commission Expires:

