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June 4, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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Dear Ms. Mortham:

Enclosed please find the Articles of Organization for Bay Crossings, L.C, a limited liability company, the Registered Agent's Certificate, the Supplemental Affidavit and a check in the amount of \$293.75 representing your filing fee. Please forward the Certificate to me in the enclosed overnight mail envelope.

Thank you for your assistance with this matter. If you have any questions, feel free to call me.

Sincerely,



Charles C. Lehman

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**ARTICLES OF ORGANIZATION  
FOR  
BAY CROSSINGS, L.C., A  
LIMITED LIABILITY COMPANY**

**ARTICLE I**

The Name of the Limited Liability Company is:

Bay Crossings, L.C.

**ARTICLE II**

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

28044 Cavendish Court, Unit 5804  
Bonita Springs, Florida 34135

**ARTICLE III**

The period of duration for the Limited Liability Company shall be:

The period of the company's existence shall be perpetual beginning on the date of the filing of these articles of organization with the Secretary of State of the State of Florida unless it is sooner terminated under the terms of the operating agreement.

**ARTICLE IV**

The Limited Liability Company is be managed by the members and the names and addresses of the managing members are:

R. Michael O'Malley  
27030 Enclave Drive  
Bonita Springs, Fl 34134

Leroy Mahan  
28044 Cavendish Court, Unit 5804  
Bonita Springs, Florida 34135

**ARTICLE V**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: n/a

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## ARTICLE VI

The right, if given, of the remaining members of the limited liability company to continue the business on 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 membership of a member in the limited liability company shall be:

The remaining Members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which terminates the continued membership of a Member in the limited liability company, only by the affirmative unanimous vote of the remaining Member(s), within ninety (90) days after the occurrence of such event. If not so exercised, the right of the Member(s) to continue the business of the Company shall expire and the Company's affairs shall be wound up.

## ARTICLE VII

The undersigned member or authorized representative of a member of Bay Crossings, L.C. certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member(s) is \$ -0-
3. if any, the agreed value of the property other than cash contributed by member(s) is ( a description of the property is attached and made a part hereto as Exhibits "A" & "B") and; \$1,516,500.00
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,516,500.00

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Dated: 6-4-99

  
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LEROY MAHAN

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Exhibit "A"  
Initial Contribution

DESCRIPTION OF A PARCEL  
LYING IN SECTION 28, T-47-S, R-25-E  
LEE COUNTY, FLORIDA.

(REMAINDER PARCEL "B")

A TRACT OR PARCEL OF LAND SITUATED IN THE STATE OF FLORIDA, COUNTY OF LEE, LYING IN SECTION 28, TOWNSHIP 47 SOUTH, RANGE 25 EAST, BEING A PART OF THE PARCEL AS DESCRIBED IN OFFICIAL RECORDS BOOK 1883 AT PAGE 3285, LEE COUNTY PUBLIC RECORDS AND BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 28: THENCE S.88°28'02"W. ALONG THE NORTHERLY LINE OF SAID SECTION FOR 810.09 FEET TO THE NORTHEAST CORNER OF THE PARCEL AS DESCRIBED IN OFFICIAL RECORDS BOOK 1478 AT PAGE 767 AND THE NORTHEAST CORNER OF THE PARCEL AS DESCRIBED IN OFFICIAL RECORDS BOOK 1883 AT PAGE 3285 OF SAID PUBLIC RECORDS; THENCE S.00°43'34"E ALONG THE EAST LINE OF SAID PARCELS, SAID LINE BEING PARALLEL WITH AND 810.00 FEET WESTERLY (AS MEASURED ON A PERPENDICULAR LINE) OF THE EAST LINE OF SAID SECTION 28 FOR 590.18 FEET TO THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL; THENCE S.88°51'10"W FOR 413.16 FEET TO THE EASTERLY RIGHT OF WAY LINE OF U.S. ROUTE 41, STATE ROAD NO. 45 (BONITA BYPASS); THENCE S.00°27'03"E. ALONG SAID EASTERLY RIGHT OF WAY LINE FOR 321.34 FEET; THENCE N.88°51'10"E. FOR 414.70 FEET TO THE EAST LINE OF THE AFORESAID PARCEL DESCRIBED IN OFFICIAL RECORDS BOOK 1883 AT PAGE 3285 OF SAID PUBLIC RECORDS; THENCE N.00°43'34"W. ALONG SAID EAST LINE FOR 321.32 FEET TO THE POINT OF BEGINNING.

PARCEL SUBJECT TO FRONTAGE ROAD EASEMENT "B" AS RECORDED IN OFFICIAL RECORD BOOK 2609, PAGES 1686 THROUGH 1694 OF THE PUBLIC RECORDS OF LEE COUNTY, FLORIDA.

PARCEL SUBJECT TO ALL EASEMENTS, RIGHTS OF WAY, RESTRICTIONS AND/OR RESERVATIONS OF RECORD.

BEARINGS ARE BASED ON THE NORTH LINE OF SAID SECTION 28 AS BEARING S.88°28'02"W.

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Exhibit "B"  
Anticipated Contribution

PARCEL 1

A TRACT OR PARCEL OF LAND SITUATED IN THE STATE OF FLORIDA, COUNTY OF LEE, LYING IN SECTION 28, TOWNSHIP 47 SOUTH, RANGE 25 EAST, BEING A PART OF THE PARCEL AS DESCRIBED IN OFFICIAL RECORDS BOOK 1883 AT PAGE 3285, LEE COUNTY PUBLIC RECORDS AND BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 28: THENCE S.88°26'02"W. ALONG THE NORTHERLY LINE OF SAID SECTION FOR 810.00 FEET TO THE NORTHEAST CORNER OF THE PARCEL AS DESCRIBED IN OFFICIAL RECORDS BOOK 1476 AT PAGE 787 AND THE NORTHEAST CORNER OF THE PARCEL AS DESCRIBED IN OFFICIAL RECORDS BOOK 1883 AT PAGE 3285 OF SAID PUBLIC RECORDS; THENCE S.00°43'34"E ALONG THE EAST LINE OF SAID PARCELS, SAID LINE BEING PARALLEL WITH AND 810.00 FEET WESTERLY (AS MEASURED ON A PERPENDICULAR LINE) OF THE EAST LINE OF SAID SECTION 28 FOR 1001.51 FEET TO THE SOUTHEAST CORNER OF SAID PARCEL DESCRIBED IN OFFICIAL RECORDS BOOK 1883 AT PAGE 3285 OF SAID PUBLIC RECORDS AND TO THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL; THENCE S.88°51'10"W ALONG THE SOUTH LINE OF SAID PARCEL FOR 415.14 FEET TO THE EASTERLY RIGHT OF WAY LINE OF U.S. ROUTE 41, STATE ROAD NO. 46 (BONITA BYPASS); THENCE N.00°27'03"W, ALONG SAID EASTERLY RIGHT OF WAY LINE FOR 90.00 FEET; THENCE N.88°51'10"E. FOR 414.76 FEET TO THE EAST LINE OF THE AFORESAID PARCEL; THENCE S.00°43'34"E ALONG SAID EAST LINE FOR 90.00 FEET TO THE POINT OF BEGINNING.

Together with an easement for ingress and egress described in Easement recorded in O.R. Book 1573, Page 1772, Public Records of Lee County, Florida.

Together with an easement for ingress and egress described in Cross Easement Agreement recorded in O.R. Book 2609, Page 1686, Public Records of Lee County, Florida.

PARCEL 2

Tract N, Lime Tree Campsites, as recorded in Plat Book 34, page 128, of the Public Records of Lee County, Florida.

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**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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**Bay Crossings, L.C.**

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

**Leroy Mahan  
28044 Cavendish, Unit 5804  
Bonita Springs, Florida 34135**

*Having been named as registered 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.*

  
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**LEROY MAHAN**

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## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Bay Crossings Limited Partnership, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

  
LERROY MAHAN

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**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A LIMITED LIABILITY COMPANY  
BAY CROSSINGS L.C.  
a Florida Limited Liability Company**

Bay Crossings, L.C., a limited liability company, executes this supplemental affidavit filed pursuant to Section 608.412, Florida Statutes, and certifies that:

1. The total amount of the capital contributions of the members is \$1,516,500.00.

(See attached Exhibits "A" and "B" for legal descriptions)

Under Penalty of Perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

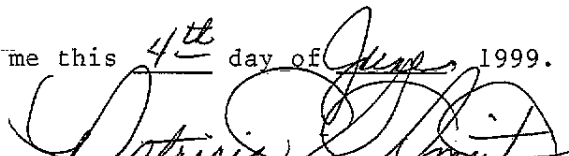
Dated: 6-4-99

  
Leroy Mahan

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SWORN TO AND SUBSCRIBED TO before me this 4<sup>th</sup> day of June, 1999.

(SEAL)

  
Notary Public - State of Florida



Print Name of Notary Public

Personally known \_\_\_\_\_

OR produced Identification ☒

Type of Identification Produced

FL. PR. LIC.

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