



THE UNITED STATES  
CORPORATION  
COMPANY

L99000004746

ACCOUNT NO. : 072100000032

REFERENCE : 326705 7103152

AUTHORIZATION :

*Patricia Pizoto*

COST LIMIT : \$ 285

FILED STATE  
SECRETARY OF CORPORATIONS  
99 AUG -2 PM 3:49

ORDER DATE : August 2, 1999

ORDER TIME : 9:56 AM

ORDER NO. : 326705-005

800002947198--6

CUSTOMER NO: 7103152

CUSTOMER: Scott Ketchum, Esq  
GOODLETTE COLEMAN & JOHNSON,  
GOODLETTE COLEMAN & JOHNSON,  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: KENSINGTON PARK, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*NYL*  
*8/2/99*  
FILED  
AUG -2 1999  
STATE SECRETARY OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 2, 1999

CHRISTINE LILICH  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: KENSINGTON PARK, L.L.C.  
Ref. Number: W99000017808

**RESUBN.**

Please give origi-  
submission date as fi

*Thank You*

We have received your document for KENSINGTON PARK, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

The AFFIDAVIT lists the cash amount contributed by the members to date. It must also list TWO OTHER AMOUNTS. It must list the VALUE of any non-cash property contributed by the members to date. If this amount is ZERO, that must still be stated. If property has been contributed, you must include a VERY BRIEF description of the property.

In addition to to the value of any property contributed, the AFFIDAVIT must also list the TOTAL AMOUNT OF CASH AND PROPERTY CONTRIBUTED AND 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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 399A00039068

RECEIVED  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -2 PM 3:43

REC'D  
99 AUG -3 PM 3:15

**ARTICLES OF ORGANIZATION  
OF  
KENSINGTON PARK, OF NAPLES, L.L.C.**

RECEIVED  
DIVISION OF CORPORATIONS  
99 AUG -2 PM 3:43

The undersigned, being a member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be **KENSINGTON PARK** OF NAPLES, L.L.C.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The initial mailing address and street address of the principal office of the Company shall be **2700 Pine Ridge Road, Naples, FL 34109**.

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4001 Tamiami Trail North, Suite 300, Naples, Florida 34103**, and the name of the initial registered agent at such address is **Kenneth R. Johnson**.

**ARTICLE IV  
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company by vote of a majority in interest of the members or by reason of a transfer of a membership interest in whole or in part, as more fully described in and subject to the terms, conditions and consent requirements set forth in the Regulations of the Company. Newly admitted members shall have all the rights and privileges as set forth in the Regulations of the Company.

ARTICLE V  
EFFECTIVE DATE

The Company's effective date of existence shall begin on the date of filing.

ARTICLE VI  
DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to unanimously agree to continue the business of the Company provided there are at least two (2) remaining members.

ARTICLE VII  
ADOPTION OF REGULATIONS

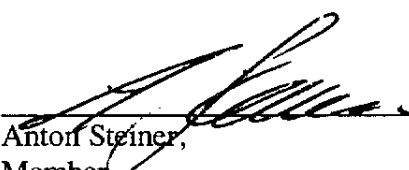
The initial Regulations of the Company shall be adopted by its initial members. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE VIII  
INITIAL MATTERS

The company will be managed by a manager or managers, who shall be designated, appointed or elected as more fully described in the Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be increased or decreased in accordance with the terms of the Regulations. The name and business address of the person who shall serve as manager until the first annual meeting of members and until his successor is elected and qualified is:

**ANTON STEINER**  
2700 Pine Ridge Road  
Naples, FL 34109

IN WITNESS WHEREOF, the undersigned, being a member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Act has executed these Articles of Organization as of on this 28 day of June, 1999.

  
Anton Steiner,  
Member

SEAL OF THE STATE  
DIVISION OF CORPORATIONS  
99 AUG -2 PM 3:43

COUNTRY OF SWITZERLAND  
CANTON OF AARGAUISCHE

RECEIVED  
DIVISION OF CORPORATIONS  
99 AUG -2 PM 3:43

The foregoing instrument was acknowledged before me on this 26. day of June, 1999,  
by **ANTON STEINER**, (  X  ) who is personally known to me or (      ) who produced his  
drivers license as identification.



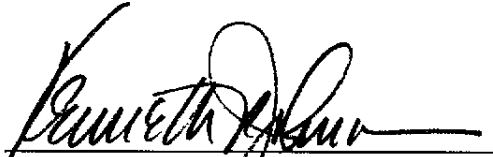
  
\_\_\_\_\_  
Notary Public  
Print Name \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(Notary Seal)

ACCEPTANCE BY REGISTERED AGENT

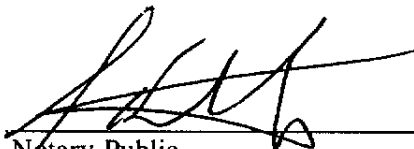
I, **Kenneth R. Johnson**, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the designations of my position as registered agent.

  
Kenneth R. Johnson,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 30 day of June, 1999, by **KENNETH R. JOHNSON**, (☒) who is personally known to me or (☐) who produced his drivers license as identification.



  
Notary Public  
Print Name: \_\_\_\_\_  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_

(Notary Seal)

COUNTRY OF SWITZERLAND  
CANTON OF AARGAUISCHE

The foregoing instrument was acknowledged before me on this 28 day of June, 1999,  
by **ANTON STEINER**, (X) who is personally known to me or ( ) who produced his  
drivers license as identification.

STATE OF NEW YORK  
DIVISION OF CORPORATIONS  
99 AUG 7 PM 3:43



Notary Public

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(Notary Seal)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF KENSINGTON PARK, L.L.C.**

The undersigned, **ANTON STEINER**, being a member of **KENSINGTON PARK OF NAPLES** a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby states the following:

1. The name of the Limited Liability Company (the "Company") is **KENSINGTON PARK OF NAPLES, L.L.C.**
2. The Company has at least two members of which the undersigned is one.
3. The amount of contributions by the members is **\$7,670,165.00**. cash.
4. Zero value of property  
FURTHER AFFIANT SAYETH NOT.

TOTAL ANTICIPATED CONTRIBUTION IS \$7,670,165.00

  
**ANTON STEINER**

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -2 PM 3:43