

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Bonita YMCA Properties,
LLC

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<input type="checkbox"/>	UCC 11 Search
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Signature

Requested by:

Name

8/27
Date

9:43
Time

Walk-In

Will Pick Up

Courier

ARTICLES OF ORGANIZATION
OF
BONITA YMCA PROPERTIES LLC

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is BONITA YMCA PROPERTIES LLC (the "Company").

2. Mailing Address and Street Address. The mailing address and the street address of the Company is as follows:

3451 Bonita Bay Boulevard, S.W., Suite 202
Bonita Springs, Florida 34134

3. Duration. The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the earlier of December 31, 2040 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Bonita Bay Properties, Inc., a Florida corporation. The street address of the initial registered agent of the Company is as follows:

3451 Bonita Bay Boulevard, S.W., Suite 202
Bonita Springs, Florida 34134

5. Additional Members. Additional members may be admitted to the Company, but only if all the current members agree to the admission of the additional members and to the terms of admission.

6. Continuation of Business. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

7. Management of the Company. The management of the Company is reserved to the members. The initial managing member, who will serve until a successor is duly appointed pursuant to agreement by the members, is Bonita Bay Properties, Inc., a Florida corporation, whose address is

3451 Bonita Bay Boulevard, S.W., Suite 202
Bonita Springs, FL 34134.

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8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization by the Florida Department of State.

The undersigned member has executed these Articles of Organization effective as of August 27, 1999.

Bonita Bay Properties, Inc.,
a Florida corporation

By: 

Dennis E. Gilkey, President

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent and to accept service of process for Bonita YMCA Properties LLC at the place designated in the foregoing Articles of Organization of said limited liability company, Bonita Bay Properties, Inc. hereby accepts the appointment as registered agent and agrees to act in that capacity. Bonita Bay Properties, Inc. agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

Bonita Bay Properties, Inc.,
a Florida corporation

By: 

Dennis E. Gilkey, President

Date: August 27, 1999

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
BONITA YMCA PROPERTIES LLC

The undersigned member of Bonita YMCA Properties LLC, a Florida limited liability company, deposes and says:

1. the above-named limited liability company has at least one member;
2. the total amount of cash contributed by the members is \$100;
3. no property other than cash has been contributed by the members; and
4. the total amount of cash and property anticipated to be contributed by the members is \$500,000. This total includes the amount from 2 above.

Bonita Bay Properties, Inc.,
a Florida corporation

By: _____

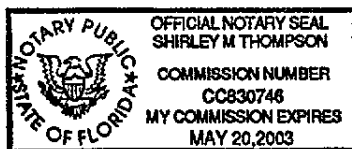
Dennis E. Gilkey, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26th day of August, 1997 by Dennis E. Gilkey, who is personally known to me.

My commission expires:

Notary Public



Shirley M. Thompson

(Type or Print Name of Notary)

Commission No. CC 830746