

**L990000006127**  
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September 23, 1999

MILWAUKEE  
APPLETON  
GREEN BAY  
MADISON  
OSHKOSH

**VIA FEDERAL EXPRESS**

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

RE: Basik/Gilbane Naples Partners, L.L.C.

700002996187--0  
-09/24/99--01044--005  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

Dear Sir or Madam:

Enclosed for filing please find duplicate originals of the Articles of Organization for Basik/Gilbane Naples Partners, L.L.C. Also enclosed is a check in the amount of \$285.00 made payable to the Florida Department of State to cover the filing fees in this regard. Once this document has been filed, please send me a file-stamped copy in the enclosed Federal Express envelope.

If you have any questions regarding the enclosed, please do not hesitate to contact me.

Very truly yours,

GODFREY & KAHN, S.C.

*Janet S. Dabney*  
Janet S. Dabney  
Paralegal

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

cc: Colin P. Kane  
Michael J. Dwyer  
Braxton J. Neiman

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*8-28-99*

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - Name:

The name of the Limited Liability Company is:

Basik/Gilbane Naples Partners, L.L.C.

## ARTICLE II - Address:

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

7 Jackson Walkway  
Providence, RI 02903

## ARTICLE III - Duration:

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

## ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are: GP Florida Development, L.L.C.  
7 Jackson Walkway  
Providence, RI 02903

## ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: None

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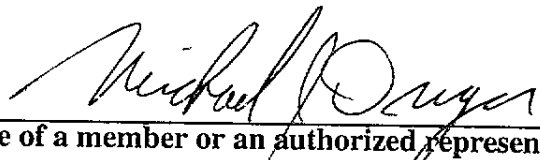
**ARTICLE VI - Members Rights to Continue Business:**

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 member in the limited liability company shall be: None

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Basik/Gilbane Naples Partners, L.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 \$ 1,000.00 ;  
3) if any, the agreed value of property other than cash contributed by member(s) is \$ .00 ;  
(A description of the property is attached and made a part hereto.); and  
4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00 .

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael J. Dwyer

Typed or printed name of signer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Articles and Affidavit**

**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.

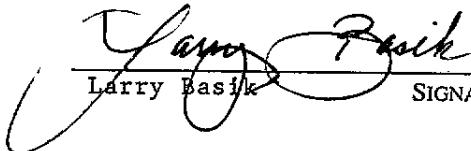
1. The name of the limited liability company is: Basik/Gilbane Naples Partners, L.L.C.

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

<u>Larry Basik</u>	_____
NAME	
<u>720 Goodlette Road</u>	<u>SUITE 305</u>
Florida street address (P. O. Box <u>NOT</u> ACCEPTABLE)	
<u>Naples</u>	<u>FL 34102</u>
CITY, STATE AND ZIP	

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*Having been named as registered 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 registered agent.*

  
\_\_\_\_\_  
Larry Basik                      SIGNATURE

**Filing Fee: \$ 35 for Designation of Registered Agent**