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October 1, 1999

VIA FEDERAL EXPRESS

Secretary of State of Florida
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200003004902--5
-10/04/99--01136--018
***285.00 ***125.00

Re: Summerlin Gateway, L.L.C.

Dear Sir/Madame:

Enclosed is one (1) original and one (1) copy of the Articles of Organization and Certificate of Designation for the above-named entity as well as a check for \$285.00. After filing, please return a file-stamped copy to me in the pre-paid, self-addressed Federal Express envelope at your earliest convenience.

If you have any questions, do not hesitate to contact me.

Sincerely,

Sterling W. Colvin

SWC/dm³

Enclosures

cc: Charles W. Thornton (via facsimile w/encl.)
Michael G. Dailey, Esq. (w/encl.)
Thomas J. Sherman, Esq. (w/o encl.)

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TALLAHASSEE, FLORIDA

UB
10-8-90

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Summerlin Gateway, L.L.C.

ARTICLE II - Address:

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

12734 Kenwood Lane
Suite 35
Ft. Myers, Florida 33907

ARTICLE III - Address:

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

Perpetual duration

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:

1. James P. Carroll, as Trustee of the James P. Carroll Revocable Trust 12734 Kenwood Lane
Suite 35
Ft. Myers, Florida 33907
2. Louis Beck, as Trustee under the Trust Agreement, dated August 13, 1993 2300 Corporate Blvd., N.W.
Suite 232
Boca Raton, FL 33431

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3. Jack Amar 4825 Griffin Boulevard
Ft. Myers, FL 33908
4. Glen Van Slyke, Jr. 9803 Clear Lake Circle
Naples, FL 34109
5. Haskel Ayers P.O. Box 1467
LaFollette, TN 37766
6. Harry Yeaggy, as Trustee 2300 Corporate Blvd., N.W.
under the Trust Agreement, Suite 232
dated August 13, 1993 Boca Raton, FL 33431

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:

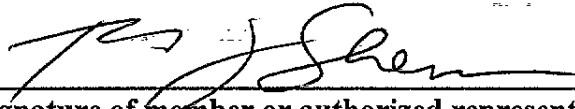
Please see attached Exhibit A

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:

Please see attached Exhibit B

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Signature of member or 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)

Thomas J. Sherman, Authorized Representative

Typed or printed name of signee

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EXHIBIT A

1) **Rights of Assignees of Members' Interest.** The assignee of a members's interest in the limited liability company ("Assignee") has no right to participate in the management of the business and affairs of the limited liability company or to become a participant in the management of the business and affairs of the limited liability company or to become a member. The Assignee is only entitled to receive distributions of profits and losses from the limited liability company and return of capital originally invested in the limited liability company.

2) **Admission of Substitute Members.** Notwithstanding the foregoing, the Assignee shall be admitted as a substitute member ("Substitute Member") and entitled to all the rights of the member who initially assigned the interest in the limited liability company to the Assignee only with the unanimous approval of all of the other existing members. The members may grant or withhold the approval of such admission for any reason in their sole and absolute discretion. If so admitted, the Substitute Member has all the rights and powers and is subject to all the restrictions and liabilities of the member originally assigning the interest in the limited liability company to the Substitute Member. The admission of a Substitute Member, without more, shall not release the member originally assigning the interest in the limited liability company to the Substitute Member from any liability to the limited liability company that may have existed prior to the approval.

3) **Admission of Additional Members.** With the consent of and on the terms and conditions as are unanimously determined by the members, the members may permit the admission of additional members to the limited liability company.

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EXHIBIT B

Upon the occurrence of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or other event resulting in the termination of a member's membership in the limited liability company, the remaining members of the limited liability company shall have no right to continue the business of the limited liability company unless a majority of the remaining members consent to the continuation of said business.

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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:

Summerlin Gateway, L.L.C.

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

James P. Carroll
12734 Kenwood Lane
Ft. Myers, Florida 33907

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.

By: _____

JAMES P. CARROLL

Filing Fee: \$35 for Designation of Registered Agent

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