

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

LAPAYA, LLC

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**ARTICLES OF ORGANIZATION
OF
LAPLAYA, LLC**

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1. The undersigned organizers hereby form a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

1. The name of the Limited Liability Company ("Company") shall be:

LAPLAYA, LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

1. The address of the principal place of business of this company shall be R. Scott Price, Esq., 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105, and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

1. This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2025 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

1. This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. NEW MEMBERS

1. No new members shall be admitted without the consent of sixty-six percent (66%) of existing members.

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ARTICLE VI. CONTINUATION OF COMPANY

1. Remaining members of this Company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the sixty-six percent (66%) vote of the remaining members.

ARTICLE VII. MANAGEMENT

1. The Company shall be managed by its members pursuant to Florida Statutes Section 608.422. The names and addresses of the members are as follows:

The Halstatt Partnership
2600 Golden Gate Parkway
Naples, FL 34105

Westgroup LaPlaya LLC
570 Kirkland Way
Kirkland, WA 98033

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ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

1. The name of the initial registered agent of the Company is R. Scott Price, Esquire.
2. The street address of the initial registered office of the Company shall be PRICE, SIKET & SOLIS, LLP, 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105. The mailing address shall be PRICE, SIKET & SOLIS, LLP, 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

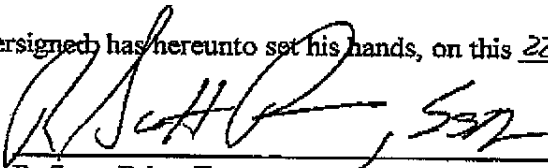
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ARTICLE IX. ORGANIZERS

1. The name and street address of the Organizer to these Articles of Organization is:

R. Scott Price, Esquire
Price, Siket & Solis, LLP
2640 Golden Gate Parkway
Suite 115
Naples, FL 34105

IN WITNESS WHEREOF, the undersigned has hereunto set his hands, on this 22 day of
December, 1999.


R. Scott Price, Esq.

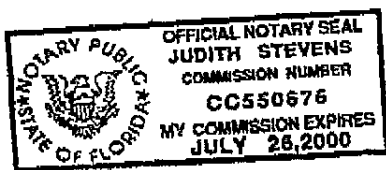
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STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared R. Scott Price, who was not sworn and who is personally known to me as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22 day of December, 1999.




Notary Public
My Commission Expires:

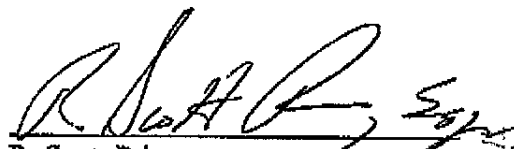
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ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 22 of December, 1999 in the City of Naples, State of Florida.


R. Scott Price
Registered Agent

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TALLAHASSEE, FLORIDA

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