

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8871 • 1-800-333-8002 • Fax (850) 222-1222

L01000005664

Leisure Properties, LLC

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-04/11/01-01046-013
***155.00 ***155.00

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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01 APR 11 PM 4:00
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TALLAHASSEE, FLORIDA

L01-5664
OK

Signature _____

Requested by: KE

4/11

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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01 APR 11 AM 11:08
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 11, 2001

CAPITAL CONNECTION, INC.

SUBJECT: LEISURE PROPERTIES, L.L.C.
Ref. Number: W01000008187

Resubmit

We have received your document for LEISURE PROPERTIES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 201A00021516

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF LEISURE PROPERTIES, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purposes of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be LEISURE PROPERTIES, L.L.C., and its principal place of business shall be at 129 Summer Breeze Road, Panama City Beach, Florida 32413, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

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ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the business of buying, selling, renting, and developing real property.
2. Any other legally authorized business.

ARTICLE III

PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

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ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interests of the limited liability company.

ARTICLE V

DURATION

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of the this limited liability company shall be located at 129 Summer Breeze Road, Panama City Beach, Florida 32413; and the mailing address shall be the same.

ARTICLE VII

MANAGEMENT

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgment;
- c. submitting a claim to arbitration;
- d. executing and delivering any debt instrument;
- e. borrowing money in the name of LEISURE PROPERTIES, L.L.C.;
- f. conveying real or personal property of, LEISURE PROPERTIES, L.L.C.;
- g. pledging a member's membership interests to individuals or entities outside of; and LEISURE PROPERTIES, L.L.C.
- h. disposing of the goodwill of the company.

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The name and address of the initial members, who shall serve as managers until the first annual meeting of members, or until his successor is elected and qualifies, is as follows: David G. Thompson, P.O. Box 49, Monroe, Georgia 30655 and Linda L. Holt, 129 Summer Breeze Road, Panama City Beach, Florida 32413.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 36008 Emerald Coast Parkway, Suite 301, Destin, County of Okaloosa, State of Florida, and the name of its initial registered agent at such address is Robert E. McGinnis.

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ARTICLE IX

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A members interest in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members.

Upon the death, retirement, resignation expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization of LEISURE PROPERTIES, L.L.C.

Executed by the undersigned on the 10th day of April, 2001.

[Signature]
Robert E. McGill, III
Authorized Representative of
David G. Thompson and
Linda L. Holt

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared, Robert E. McGill, III, who, is known to me or produced as identification and who, being first duly sworn, states that he executed the foregoing instrument voluntarily and for the purposes therein stated this 10th day of April, 2001.

FILED
01 APR 11 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 10th day of April, 2001.

[Signature]
Robert E. McGill, III