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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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Certified Copies _____ Certificates of Status _____

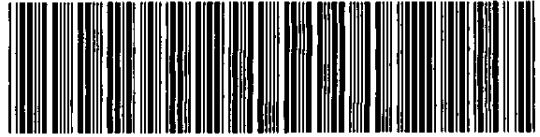
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.

**ATTORNEYS AT LAW
FIRM ESTABLISHED 1924**

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* BOARD CERTIFIED WILLS, TRUSTS & ESTATES
** BOARD CERTIFIED EMERITUS WILLS, TRUSTS & ESTATES
* CERTIFIED PUBLIC ACCOUNTANT (FL)
* ALSO ADMITTED IN IOWA

JOHN K. WOOLSLAIR (1908-1968)
W.A. SHEPPARD (1898-1971)

April 7, 2010

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

RE: BRYSON CITY, LLC

Dear Sirs:

Enclosed herewith are proposed Articles of Organization in reference to the captioned Limited Liability Company for filing with the State. Also enclosed is our check in the amount of \$130.00 to cover the following:

Filing Fee	\$ 100.00
Resident Agent Fee	25.00
Certificate of Status	<u>5.00</u>
	\$ 130.00

Please forward the Certificate of Statute for the undersigned at the address reflected above. Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.


JAY A. BRETT

JAB:mp
B-4391

Enclosures

cc: Mr. Carl A. Barraco

ARTICLES OF ORGANIZATION
OF

BRYSON CITY, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be BRYSON CITY, LLC ("Company"). The mailing address and principal office of the Company is: 2096 River Road, Hot Springs, North Carolina 28743.

ARTICLE II
DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III
PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own, hold, develop, finance, lease and sell real property, and to conduct other activities incident to same. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

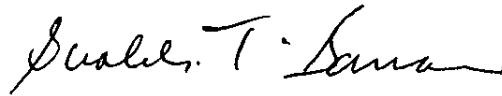
The name and street address of the registered agent of the Company in the State of Florida is JAY A. BRETT, 9100 College Pointe Court, Fort Myers, Florida 33919.

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TALLAHASSEE, FLORIDA

ARTICLE V
MANAGEMENT

The Company shall be managed by a Manager in accordance with the Operating Agreement adopted from time to time by the members for the management of the business and affairs of the Company. Such Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 5 day of April, 2010.

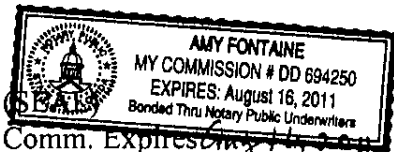


GERALDINE T. BARRACO, Member

STATE OF Fl

COUNTY OF Lee

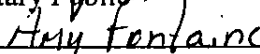
The foregoing instrument was acknowledged before me this 5 day of April, 2010, by GERALDINE T. BARRACO, who () is personally known to me or () has produced _____ as identification.



Comm. Expires 8/16/2011
Comm. No. DD694250



Notary Public



Printed Notary Signature

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for BRYSON CITY, LLC, at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.



JAY A. BRETT

Date: Apr. 5, 2010