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(Requestor's Name)

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(City/State/Zip/Phone #)

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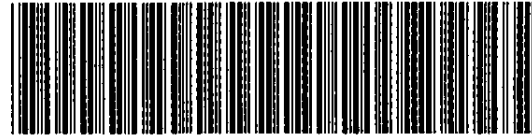
(Business Entity Name)

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TALLAHASSEE, FLORIDA

T. Burch JAN 07 2014



THE SMITHERMAN LAW FIRM, L.C.

8570 BUSINESS PARK DRIVE, SUITE 100  
SHREVEPORT, LA 71105-5692

W. JAMES HILL, III<sup>o</sup>  
DONALD LEE BRICE, JR.

TELEPHONE (318) 227-1990  
TELECOPIER (318) 222-0482

JAMES E. SMITHERMAN (1882-1967)  
DAVID E. SMITHERMAN (1897-1984)  
(Founding Members)

<sup>\*</sup>A PROFESSIONAL LAW CORPORATION  
<sup>o</sup>ALSO ADMITTED IN TEXAS, OKLAHOMA, MISSOURI,  
COLORADO, KANSAS, MISSISSIPPI, AND DISTRICT OF  
COLUMBIA

GREENACRES OFFICE PARK  
2285 BENTON ROAD, SUITE B-100  
BOSSIER CITY, LA 71111-3465  
TELEPHONE (318) 746-4250

Writer's Direct  
318-227-1975  
[jimhill@smithermanlaw.com](mailto:jimhill@smithermanlaw.com)

December 27, 2013

*Via federal express*

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Idlewild Resort, LLC

Gentlemen:

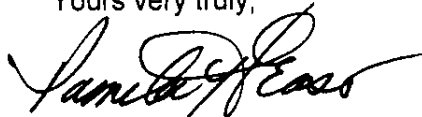
Enclosed please find the following with regard to the captioned matter:

1. Original and one (1) copy of Articles of Organization;
2. Original Cover Letter;
3. SLF's Firm check in the amount of \$160.00 representing filing fee, certified copy, and Certificate of Status;
4. Self-addressed federal express return envelope.

Please file the original Articles of Organization in the records of your office and return to me one (1) certified copy of the filed Articles and an original Certificate of Status.

Thank you and with kindest regards, I am

Yours very truly,



Pamela H. East, ACP, LCP  
Certified Paralegal to W. James Hill III

PHE:hs

Enclosures

c: Mr. William Terry Smith (via email)  
Mr. Michael Roney Smith (via email)  
Felix M. Adams, Esquire (via email)  
W. James Hill III, Esquire

(850) 245-6051.

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: IDLEWILD RESORT, LLC**

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**W. James Hill III, Esquire**

Name of Person

**The Smitherman Law Firm, L.C.**

Firm/Company

**8570 Business Park Drive, Suite 100**

Address

**Shreveport, LA 71105**

City/State and Zip Code

**jimhill@smithermanlaw.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**W. James Hill III, Esquire** at ( **318** ) **227-1975**

Name of Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$125.00 Filing Fee

\$130.00 Filing Fee &  
Certificate of Status

\$155.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

\$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
IDLEWILD RESORT, LLC**

**BE IT KNOWN THAT:**

**WILLIAM TERRY SMITH**, a person of the full age of majority, legally competent, and a resident of Madison County, Tennessee, with mailing address of 20 Chapel Creek Drive, Jackson, TN 38305; and

**MICHAEL RONEY SMITH**, a person of the full age of majority, legally competent, a resident of Bossier Parish, Louisiana, with mailing address of 3635 Greenacres Drive, #350, Bossier City, LA 71111;

(the said William Terry Smith and Michael Roney Smith being hereinafter collectively referred to as "Members");

who, after being duly sworn by me, declared that, availing themselves of the provisions of the Limited Liability Company Law of the state of Florida, Title XXXVI, Chapter 608, et seq., they do hereby organize themselves into a limited liability company in pursuance of said law, under and in accordance with the following Articles of Organization, to-wit:

**ARTICLE I  
NAME**

The name of this limited liability company is:

**IDLEWILD RESORT, LLC** (hereinafter the "Company"). Tax ID applied for.

**ARTICLE II**  
**LOCATION OF PRINCIPAL PLACE OF BUSINESS**

The location of the principal place of business of the Company is:

Idlewild Resort, LLC  
4110 N. W. 42<sup>nd</sup> Place  
Lake Panasoffee, FL 33538.

**ARTICLE III**  
**MAILING ADDRESS**

The mailing address for the Company is:

William Terry Smith  
20 Chapel Creek Drive  
Jackson, TN 38305

**ARTICLE IV**  
**OBJECTS, PURPOSES AND POWERS**

The objects and purposes for which the Company is organized, the powers it shall have and the nature of the business to be carried on by it are stated and declared to be as follows, to-wit:

- (a) The ownership and investment of commercial real estate.
- (b) To enter into any kind of lawful activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purposes of the Company.
- (c) To purchase, own, acquire, develop, improve, hold, construct improvements upon, mortgage or otherwise encumber and to lease, sell, exchange, convey, transfer, or in any manner dispose of all types of property, both movable and immovable, of whatever nature or kind and

wherever situated, whether for investment or in connection with its business and for such other purposes as are or may be permitted by law.

(d) To enter into any and all kinds of contracts of whatever nature and kind, and particularly to acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association, partnership, limited liability company or corporation; to pay for the same in cash, the stock of the company, bonds, or otherwise, to hold or in any lawful manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(e) To enter into any and all kinds of contracts, and particularly with reference to the acquisition, ownership and sale of the properties of the Company; to sell, assign, lend, mortgage, pledge, or otherwise transfer or hypothecate all or any portion of said properties; to issue checks, notes and other evidences of indebtedness and to do any and everything which a limited liability company may do or perform under the provisions of the laws of the state of Florida.

(f) To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidences of indebtedness created by other corporations and while the holder of such stock or other interest to exercise all the rights and privileges of ownership, including the right to vote thereon; to the same extent as a natural person might or could do.

(g) To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses, or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

(h) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, parish or county, body politic, state, territory or government.

(i) To borrow money for any of the purposes of the Company and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the Company at the time owned or thereafter acquired.

(j) To have one or more offices and to conduct any or all of its operations and businesses and to promote its objects within or without the state of Florida, without restriction as to place or amount, and to carry on any other business in connection therewith.

(k) To do any or all of the things herein set forth as principal, agent, members, joint venturer, contractor, trustee or otherwise, along or in company with others.

(l) To engage in any other lawful activity for which a Company may be formed under the Limited Liability Company Law of Florida.

The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except where otherwise expressed, shall in no way be limited nor restricted by reference to or inference from the terms of any clause or paragraph of these articles of organization.

The foregoing shall be construed both as objects, purposes and powers of the Company and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Company by the laws of the state of Florida.

**ARTICLE V**  
**DURATION**

The duration of this Company shall be for a period of fifty (50) years, unless sooner terminated by its members.

**ARTICLE VI**  
**MEMBERSHIP**

The Members of the Company are as follows:

William Terry Smith  
20 Chapel Creek Drive  
Jackson, TN 38305

Michael Roney Smith  
3635 Greenacres Drive, #350  
Bossier City, LA 71111

The membership of this Company may be altered only by an amendment to these Articles duly filed with the Florida Department of State.

**ARTICLE VII**  
**MANAGEMENT**

William Terry Smith and Michael Roney Smith, both acting together, shall handle all the business of the Company. All contracts, deeds, mortgages, notes, leases and instruments of whatever nature and kind, when executed on behalf of the Company by William Terry Smith and Michael Roney Smith, both acting together, shall be the binding acts and obligations of the Company.

William Terry Smith and Michael Roney Smith, both acting together, shall have the power to bind the Company in all other matters, including borrowing money and giving security therefor, buying and selling any type of property, leasing or otherwise contracting with respect to property or any other matter. Any third party dealing with the Company shall be entitled to rely on the



signatures of William Terry Smith and Michael Roney Smith, both acting together, as fully *authorized and binding the Company for all purposes*. The Company shall not be managed by managers specifically appointed to manage the business of the Company but all affairs of the Company shall be handled by its Members, William Terry Smith and Michael Roney Smith, both acting together.

William Terry Smith and Michael Roney Smith ("Principals") are each authorized to appoint an agent in writing to represent them in the Company. Such agent may be either an individual or an entity. This agent shall have full authority to act as if named and appointed in this Article. Such appointment as agent shall be durable and shall survive the death or incompetency of William Terry Smith and Michael Roney Smith, the appointment by each of them being considered an appointment by the Company itself.

**ARTICLE VIII**  
**RESTRICTIONS ON TRANSFER OF INTERESTS**

The assignment or transfer of the interest of a Member in the Company is subject to all restrictions set forth in the *Florida Limited Liability Company Law, Title XXXVI, Chapter 608, et seq.*, and to such further restrictions as are set forth in the Operating Agreement of the Company. No new Member may be admitted without the prior unanimous written consent of the Members, except as may be permitted in the Operating Agreement of the Company

**ARTICLE IX**  
**INDEMNIFICATION AND LIMITATION OF LIABILITY;**  
**FIDUCIARY DUTY OF MEMBER OR MANAGER**

Except as otherwise expressly provided herein, no Member or Manager shall be liable for the actions and debts of the Company.

Except as otherwise expressly provided herein, the Company shall indemnify any Member or Manager for judgments, settlements, penalties, fines, or expenses incurred, including, without limitation, attorney's fees and other defense costs, because he or she is or was a Member or Manager of the Company. The Company shall not be responsible for any indemnification in the event of any liability or responsibility of a Member or Manager for the amount of a financial benefit received by the Member or Manager to which he or she is not entitled or for an intentional violation of criminal law, or for any breach of fiduciary duty to the Company or any of its Members in connection with the Company business.

Nothing in this Article IX shall limit or eliminate the liability of a Member or Manager for the amount of a financial benefit received by the Member or Manager to which he or she is not entitled or for an intentional violation of criminal law, or for any breach of fiduciary duty to the Company or any of its Members in connection with the Company business.

Each Manager shall be under a fiduciary duty to conduct the affairs of the Company in the best interests of the Company and of the Members, including the safekeeping and use of all of the property of the Company and the use thereof for the exclusive benefit of the Company.

#### **ARTICLE X** **CERTIFICATIONS**

Persons dealing with the Company may rely upon a certificate signed on behalf of the Company by its Members, William Terry Smith and Michael Roney Smith, both acting together, to establish the following:

- (a) the membership of any Member of the Company;
- (b) the authenticity of any records of the Company; or
- (c) the authority of any person to act on behalf of the Company.

**ARTICLE XI**  
**DISSOLUTION OR LIQUIDATION**

In the event of dissolution or liquidation of the Company, 100% of the Members are entitled to vote to approve dissolution or liquidation of the Company.

**ARTICLE XII**  
**CONFIDENTIALITY**

The Members shall maintain as confidential the affairs of the Company to the fullest extent permitted by law.

**ARTICLE XIII**  
**AMENDMENT**

These Articles of Organization may be modified or amended, as the case may be, only with the written consent of all the members of the Company.

**ARTICLE XIV**  
**EFFECTIVE DATE**

The effective date of these Articles of Organization is the date of filing.

(The remainder of this page intentionally left blank.)

(Signatures begin on next page.)

EXECUTED this 10<sup>th</sup> day of December 2013.

  
WILLIAM TERRY SMITH, Member

(The remainder of this page intentionally left blank.)

(Signatures continue on next page.)

EXECUTED this 10 day of December 2013.

  
MICHAEL RONEY SMITH, Member

(The remainder of this page intentionally left blank.)

(Registered Agent Affidavit is on next page)

**REGISTERED AGENT, REGISTERED OFFICE,  
AND REGISTERED AGENT'S SIGNATURE:**

The name and the Florida street address of the registered agent are as follows:

Felix Adams, Esquire  
Printed Name

138 Bushnell Plaza, Suite 201  
Florida Street Address (P. O. Boxnot acceptable)

Bushnell, FL 33513  
City, State, and Zip in state of Florida

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TALLAHASSEE, FLORIDA

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 as provided for in Chapter 60, F.S.

Felix M. Adams  
Registered Agent's Signature

Musa Marie Kirkland  
NOTARY PUBLIC  
Notary's Printed Name: Musa Marie Kirkland  
In and for Sumter County, Florida  
Attorney/Notary's Identification Number: EE 855108  
My Commission Expires: November 29, 2016



MUSA MARIE KIRKLAND  
MY COMMISSION # EE 855108  
EXPIRES: November 29, 2016  
Bonded Thru Budget Notary Services

END OF DOCUMENT.