

L92000000060

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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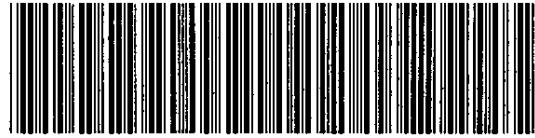
(Business Entity Name)

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J. BRYAN  
SEP 10 2009  
EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 2, 2009

LUCIUS SMEJDA  
LEX INTERNATIONAL LAW FIRM, P.A.  
100 S.E. 2ND STREET, SUITE 2222-B  
MIAMI, FL 33131

SUBJECT: GOLF PARK, L.C.  
Ref. Number: L92000000060

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We have received your document for GOLF PARK, L.C. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have to tell us if you are wanting to use our Amendment form or your form. If you use your form please entitle your document Amended and Restated Articles of Organization.

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

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 009A00029344

# LEX

INTERNATIONAL LAW FIRM, P.A.

NANCY B. GLIMCHER J.D., LL.M.

International Place  
100 S.E. 2nd St. #2222-B  
Miami, Florida 33131 USA  
Tel. (305) 358-9995  
Fax: (305) 358-9997  
www.Lex-International.com  
E-mail: Lex@Lex-International.com

Florida Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

**CONFIDENTIAL**

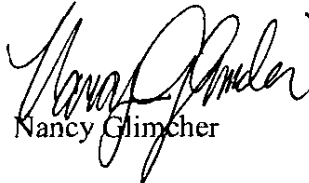
Sept. 9, 2009

**Re: Golf Park, L.C. Ref. Number: L92000000060**

Dear Sir or Madam:

Pursuant to your letter dated September 2, 2009, a copy which is enclosed, enclosed for filing please find the Amended and Restated Articles of Organization of Golf Park, L.C.

Sincerely yours,

  
Nancy Glimcher

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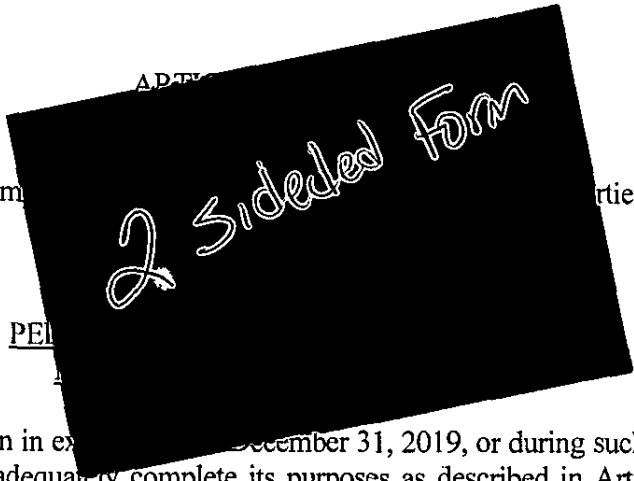
AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF GOLF PARK L.C.

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On this, the 27<sup>th</sup> day of July, 2009, the undersigned, being all of the members of Golf Park L.C., a Florida Limited Liability Company, originally formed the 14<sup>th</sup> day of December 1992, acting pursuant to their power to amend the initial Articles of Organization originally filed for this Limited Liability Company, and to more accurately reflect the participating percentages of each member of Golf Park L.C., hereby resolves as follows:

To amend the entire Articles of Organization of Golf Park, L.C., which are restated, as follows:

The undersigned eight persons desiring to continue a Limited Liability Company as authorized under the relevant Statutes of the State of Florida and governed thereby, hereby state and adopt this instrument in its entirety as the revised Articles of Organization and for such purposes hereby state and adopt:



This Limited Liability Company shall have the same rights and liabilities as Golf Park L.C. (hereinafter the "Company").

The Company shall remain in existence until December 31, 2019, or during such lesser period of time as may be necessary to adequately complete its purposes as described in Article III of this instrument, except that the death, retirement, expulsion, bankruptcy, or dissolution of a member shall dissolve this Company unless a majority of its remaining members, acting by the representatives of a majority of the participation percentages of the existing members, consent in writing to continue the business of the Company, which consent may be withheld with or without cause.

ARTICLE III  
PURPOSE FOR ORGANIZATION

The Company is being formed for the purposes of (a) acquiring, developing, subdividing, building upon, improving, marketing, leasing, using, selling, and/or otherwise disposing of (directly or through other entities) interests in certain real estate in Florida as may be acquired by this Company from time to time; and (b) engaging in and doing any lawful acts or businesses as may be authorized in the Company's Operating Agreement ("the Operating Agreement") or by written resolution of the representatives of a majority of the participation percentages as amended from time to time.

ARTICLE IV  
POWERS

This Company shall have all of the powers enumerated in Fla. Stat. Section 608.404, or any successor section, including, without limitation, the power to borrow money at such rates of interest as

memorialized in a written resolution of the members, and which said participation percentages shall be duly confirmed by the accountant for the Company.

The undersigned members agree to share all post-formation income, expenses, deductions, credits, and any surplus accounts of the Company pro rata in accordance with the above stated participation percentages as amended from time to time unless modified by the Operating Agreement (or by other similar written instrument) duly executed by each party.

ARTICLE VII  
ADDITIONAL CONTRIBUTIONS; RAISING ADDITIONAL CAPITAL

- 7.1 Additional Capital Contributions. Any member may contribute additional cash or other property to the Company at such times and in such manner as provided in the Operating Agreement but shall not be required to do so.
- 7.2 Raising Additional Capital. Additional capital may be raised by the Company pursuant to written notice by the Company to all existing members requesting, but not requiring, an additional capital contribution ("capital call") by any or all of the members on or before a specified date. Any such capital call shall be pursuant to written resolution of the representatives of a majority of the participation percentages of the existing members. Any member resolution authorizing the raising of additional capital through such an additional capital contribution shall state, in reasonable detail, the purposes and uses of such additional capital and the amounts of additional capital required. In the event any member contributes additional capital to the Company pursuant to any such capital call, the participation percentages of all existing members shall be adjusted, such that each contributing member's participation percentage is increased, and each non-contributing member's participation percentage is reduced, pro rata, to reflect such contribution. Such redetermination of the respective participation percentages of the members shall be duly authorized by written resolution of the representatives of a majority of the participation percentages of the existing members.

ARTICLE VIII  
MANAGEMENT

The Company shall be managed by all of its members, but each of the following three (3) members of the Company, to-wit:

Canadian Funds, Inc.  
2121 N.E. 40<sup>th</sup> Avenue  
Ocala, FL 34470

European Investments, Inc.  
444 Brickell Avenue  
Suite 51-246  
Miami, Florida 33131

Securix International Corporation  
1602 Alton Road  
Suite 100  
Miami Beach, FL 33139

(to be represented by their officers as may be designated or authorized by their corporate resolutions) shall also specifically have full joint and several signature authority to bind the Company regarding any of the matters delineated below:

- A. To sell, convey, and/or assign any tangible or intangible assets that the Company owns, including, without limitation, any realty it owns in Florida;

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ARTICLE XII  
SUBSTITUTION

A member shall have the right to assign, transfer, convey, encumber, or pledge its interest if the member fully discloses its intention to do so and obtains the consent of the representatives of a majority of the participation percentages of the existing members. Any attempt to otherwise assign, transfer, convey, or encumber such interest without fully disclosing its intention to do so and receiving such consent shall be void and without effect.

No member may transfer his right to participate in the management of this Company or his right to appoint or designate a manager for this Company without the consent of all remaining members, which consent shall not be unreasonably withheld.

ARTICLE XIII  
ARBITRATION

Any and all disputes among members, their principals, and/or this Company shall be settled by arbitration before a single arbitrator in accordance with the Commercial Rules of the American Arbitration Association in Miami, Florida. Such arbitration shall extend to all matters, including, but not limited to, jurisdiction, payments, valuations, accounting, reimbursements, etc. The parties shall proceed with the most expeditious arbitration possible.

ARTICLE XIV  
PLACE OF BUSINESS AND REGISTERED AGENT

A place of business of this Company shall be 150 S.E. 2<sup>nd</sup> Avenue, Suite 1002, Miami, Florida 33131, and such other place(s) as the members from time to time may determine.

The Company's Registered Agent (the "Registered Agent") is ~~THE TRUSTEES~~ ~~INC.~~ INC. The Registered Agent's office address is: 100 S.E. 2<sup>nd</sup> Street, Suite 2222-A, Miami, Florida 33131.

ARTICLE XV  
INDEMNIFICATION

- (1) The Company shall indemnify an individual or corporation made a party to a proceeding because such individual or corporation is or was a manger, officer, employee, or agent of the Company against liability incurred in the proceeding if:
  - (a) The individual or corporation conducted itself in good faith;
  - (b) The conduct of the individual or corporation was in or at least not opposed to the Company's best interest; and
  - (c) In the case of any criminal proceeding, the individual or corporation had no reasonable cause to believe that its conduct was unlawful.

INTERNATIONAL CENTER

ARCHIPEL S.A.

BY: *L. Anstiss*  
L. Anstiss  
Its: Vice-President

BY: *S. Boone*  
S. Boone  
Its: President

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent, we hereby are familiar with and accept the duties and responsibilities as agent.

IBC FIDUCIARY, INC.

BY: *L. Smejda*  
L. Smejda  
Its: Vice-President

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