

A Partnership of  
Professional Corporations

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Stamford  
Hartford  
Greenwich  
New Haven  
West Hartford  
Naples  
Palm Beach  
Bonita Springs

MO10000001687

July 23, 2001

VIA FEDERAL EXPRESS

Ms. Brenda Tadlock  
Division of Corporations  
Florida Department of State  
409 E. Gaines St.  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JUL 27 AM 10:06

Re: LaPlaya Golf Club, LLC, a Delaware corporation qualified to do business in Florida

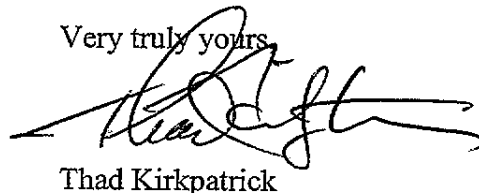
Dear Ms. Tadlock:

This filing is being sent to your attention pursuant to our conversation regarding Palm River, LLC, known as LaPlaya Golf Club, LLC, which is currently filed in Florida under document number L98000002156. When we spoke we discussed that the original 1998 filing for this entity (Application for a foreign limited liability company for authorization to transact business in Florida) had been misfiled, and the limited liability company was inadvertently recognized as a Florida LLC, when in fact this entity is a Delaware LLC. ✓

To correct this, we have filed a name change in Delaware and we enclose herewith the appropriate Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida. Pursuant to Florida requirements, also enclosed is a certificate issued on July 19th, 2001 by the Delaware Secretary of State evidencing the filing of the amendment changing the name from Palm River LLC to LaPlaya Golf Club, LLC. Please accept this filing and correct your records for this entity to reflect that this is a foreign limited liability company under the name LaPlaya Golf Club, LLC. ✓

We have also enclosed our firm's check in the amount of \$30.00 to cover filing fees and the cost of a certified copy. If the filing fee is unnecessary, please return it. If you have any questions, please do not hesitate to contact me directly at (941) 649-3175. Thank you for your cooperation.

Very truly yours,

  
Thad Kirkpatrick

|                 |                        |
|-----------------|------------------------|
| Name            |                        |
| Availability    |                        |
| Document        |                        |
| Examiner        |                        |
| Upd             | TK/Am                  |
| cc:             | Katherine Sproul       |
| Under           | Lib1:464668.1 07/23/01 |
| Verityer        |                        |
| Acknowledgement |                        |
| W. P. Verityer  |                        |

Jean  
941-649-3186 ✓



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
OFFICE USE ONLY

849028/2500U

May 31, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

LaPlaya Golf Club, LLC.

**Filing Evidence**

☒ Plain/Confirmation Copy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

RECEIVED  
DEPT. OF STATE  
CORPORATIONS  
2001 MAY 31 AM 11:38  
TALLAHASSEE, FLORIDA  
TO THE CLERK  
SUFFICIENT FOR FILING

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | Non Profit        |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                    |
|-------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> | Amendment                          |
| <input type="checkbox"/>            | Resignation of RA Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent         |
| <input type="checkbox"/>            | Dissolution/Withdrawal             |
| <input type="checkbox"/>            | Merger                             |

01 MAY 31 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

200004335882-7

-05/31/01--01030--011

\*\*\*\*\*25.00 \*\*\*\*\*25.00

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Reports   |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |
| <input type="checkbox"/> | Reinstatement    |

| REGISTRATION/QUALIFICATION |                   |
|----------------------------|-------------------|
| <input type="checkbox"/>   | Foreign           |
| <input type="checkbox"/>   | Limited Liability |
| <input type="checkbox"/>   | Reinstatement     |
| <input type="checkbox"/>   | Trademark         |
| <input type="checkbox"/>   | Other             |

*[Handwritten signature]*

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Due to a clerical error on the part of this office, PALM RIVER LLC, a Delaware limited liability company was originally assigned a Florida limited liability company document/registration number – L98000002156.

Consequently, the name change submitted and filed under L98000002156 on May 31, 2001, in the form of a domestic amendment to change the name of this Delaware limited liability company from PALM RIVER LLC to LAPLAYA GOLF CLUB, LLC was accepted and filed in error.

Said error was noted and corrected as of July 27, 2001, with the filing of the appropriate foreign limited liability company amendment form and supporting documentation.

Because the actual name change amendment was not effectuated in the state of Delaware until July 18, 2001, the name change amendment was reassigned a filed date of July 27, 2001.

Brenda Tadlock

Sr. Section Administrator

Registration Section

ORIGINAL

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA

SECTION I

1. Name of limited liability company as it appears on the records of the Florida Department of State: Palm River LLC.
2. Jurisdiction of its organization: Delaware.
3. Date authorized to do business in Florida: October 7, 1998.

SECTION II

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? July 18, 2001
5. New name of the limited liability company: LaPlaya Golf Club, LLC.
6. Attached is an original certificate, no more that 90 days old, evidencing the aforementioned amendment, duly authenticated by the official having custody of records in the jurisdiction under the laws of which this entity is organized.

Executed on July 23, 2001

Halstatt Partnership, a Florida  
general partnership,  
Authorized Representative,

By: Katherine Sproul  
Katherine Sproul, General Partner  
Trustee of Juliet C. Sproul  
Testamentary Trust, a  
General Partner

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

01 JUL 27 AM 10:04

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PALM RIVER LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "LAPLAYA GOLF CLUB, LLC", THE EIGHTEENTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

2937918 8320

010346273

AUTHENTICATION: 1251710

DATE: 07-19-01