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WILLIAM A. POST
ATTORNEY AT LAW

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20702 WEST PENN AVE.

DUNNELLON, FL 34431

January 21, 2000

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

400003109554--6
-01/25/00--01030--015
****130.00 ****130.00

RE: Buddy's Lakeside Park LLC

Dear FL Dept of State:

Enclosed please find our check #2941 in the amount of \$130.00 for the filing of the Articles of the referenced LLC, \$100.00 and the registered agent, \$25.00 and a Certificate of Status, \$5.00.

Also enclosed is a stamped, addressed envelope for return.

Thank you for your attention to this matter.

00 FEB 11 11:12
DIVISION OF CORPORATIONS

Very truly yours,

William A. Post

William A. Post

① RA must sign acceptance

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater ENCL	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 31, 2000

WILLIAM A POST
20702 WEST PENN AVE.
DUNNELLON, FL 34431

SUBJECT: BUDDY'S LAKESIDE PARK LLC
Ref. Number: W00000002681

We have received your document for BUDDY'S LAKESIDE PARK LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 400A00004513

BUDDY'S LAKESIDE PARK LLC

ARTICLES OF ORGANIZATION

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **Buddy's Lakeside Park LLC**, and its principal office shall be located at 10050 and 10051 Hwy 40 East, Inglis, Fl. 34449, County of Levy, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Mailing address is the same.

ARTICLE II

PURPOSES AND POWERS

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

1. To own, operate and maintain a recreational resort in Levy County, Florida
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired, including the right to own or otherwise hold, sell and convey, mortgage, encumber, lease, hypothecate or collateralize real property.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and 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 may be amended from time to time in the operating agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as manager until the first annual meeting of members or until a successor is elected and qualified is as follows:

Lawrence Jennings and Wendy Jennings, his wife

The manager shall be elected each year at the annual meeting or at a special meeting called for that purpose by a majority of the members. A special meeting may be called at any time by a majority of the

members. The notice of the special meeting shall be delivered to all members at least 3 days prior to the meeting, and it shall state the specific purpose of the meeting.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. However, membership shall be limited to 4 at any one time. No person can be admitted as a new member unless he or she signs and agrees to be bound by this Operating Agreement.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 on unanimous consent of the remaining members.

ARTICLE VI

MEMBERS - CAPITAL CONTRIBUTIONS

The following persons shall be members of this Limited Liability Company and the amount of each member's initial capital contribution is shown after each name. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

Lawrence Jennings	\$ 17,500.00
4703 Riverside Dr	
Yankeetown, Fl 34448	

Wendy Jennings	\$ 17,500.00
4703 Riverside Dr	
Yankeetown, Fl 34448	

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. 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 distributive share of the profits specified as follows:

Lawrence Jennings	50 %
Wendy Jennings:	50 %

The distributive share of the profits shall be determined and paid to the members each calendar year, not later than December 31st.

(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 these sources are insufficient to cover such losses, by the members in the following shares:

Lawrence Jennings	50 %
Wendy Jennings:	50 %

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in regulations adopted by the members.

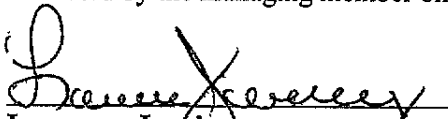
ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 20702 W. Pennsylvania Avenue, Dunnellon, FL 34431, County of Marion, State of Florida, and the name of the company's initial registered agent at that address is William A. Post, Esq.

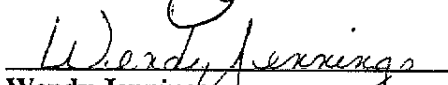
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **Buddy's Lakeside Park LLC**

Executed by the managing member on the date shown below.


Lawrence Jennings

1/21/00

DATE


Wendy Jennings

1-21-00

DATE

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 FEB 11 PM 4:12

Attached:

Membership Affidavits
Designation of Registered Agent

DESIGNATION OF REGISTERED AGENT

State of FLORIDA)
)ss
County of _____)

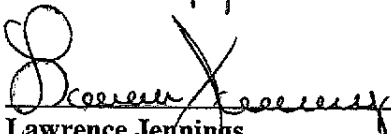
Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

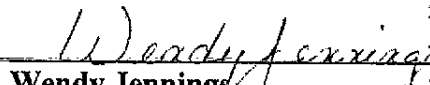
The name of the limited liability company is: **Buddy's Lakeside Park LLC**

The name of the registered agent is: William A. Post, Esq.

and the street address of the agent is: 20702 W. Pennsylvania Ave
Dunnellon, FL 34431

Dated this 01/21/00 day of January, 2000.

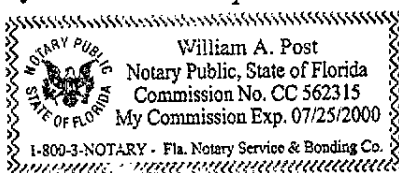

Lawrence Jennings

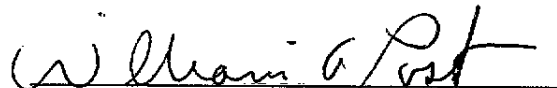

Wendy Jennings

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SECTION OF STATE
DIVISION OF CORPORATIONS
00 FEB 11 PM 4:12

The foregoing instrument was acknowledged before me this 21 day of January, 2000, by Lawrence & Wendy Jennings a limited liability company, and is personally known to me X or has produced _____ as photographic identification.

My commission expires




Notary Public

ACCEPTANCE OF REGISTERED AGENT

for

BUDDY'S LAKESIDE PARK LLC

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 2/3/00

William A. Loft
Registered Agent

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CLERK OF COURT
JUDICIAL DISTRICT
OF CALIFORNIA