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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : JO CLAIRE SPEAR, P.A.
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LIMITED LIABILITY COMPANY

IDS-ISIS RESORT, L.C.

Certificate of Status	1
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ARTICLES OF ORGANIZATION**OF****IDS-ISIS RESORT, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of this limited liability company is IDS-Isis Resort, L.C. (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

ARTICLE II - ADDRESS

The mailing address and street address of the Company's principal office is 3401 37th Street South, St. Petersburg, FL 33711.

ARTICLE III - EFFECTIVE DATE

These Articles of Organization shall be effective, and the Company's existence shall commence, at the time and date when these Articles are filed with the Florida Department of State.

ARTICLE IV - DURATION

Subject to Article IX below, the Company's existence shall terminate no later than 99 years from its date of commencement, unless otherwise extended or terminated by an amendment to these Articles of Organization.

ARTICLE V - REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is Jo Claire Spear, Esquire. The street address of the initial registered agent of the Company is 100 Second Avenue South, Suite 200-S, St. Petersburg, FL 33701.

Prepared by and return to:
Jo Claire Spear, Esq.
Fla. Bar #0847781
100 Second Ave. S., Suite 200-S
St. Petersburg, FL 33701

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ARTICLE VI - POWERS AND PURPOSES

The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida. The general purposes for which the Company is organized include real estate acquisition, development, rental, management, and disposition, and the transaction of any lawful business for which a limited liability company may be organized under the laws of the State of Florida.

ARTICLE VII - MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by all of the members and is, therefore, a manager-managed company.

The organizing members of the Company are:

Innovative Development Services Group, Inc.,
a Maryland corporation

Marilyn Thornbury

Kathleen R. McDonald

whose addresses shall be the same as the mailing address of the Company.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company, and no member may withdraw or transfer all or any part of his or her interest in the Company, unless such event complies with the terms and conditions of the Company's Operating Agreement.

ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the first to occur of the following:

- (a) the expiration of the term of the Company; or
- (b) the unanimous written consent of all the Company's members; or
- (c) the occurrence of a bankruptcy event set forth under Section 608.4237 of the Florida Statutes against an organizing member, unless within the time period and pursuant to the procedures set forth under the Operating Agreement of the Company, the appropriate members by written

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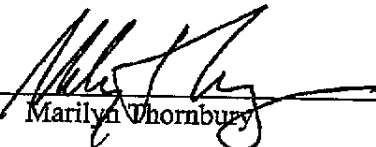
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agreement elect to continue the business of the Company, in which case the event shall not cause the Company to be dissolved and the Company shall be continued without dissolution, so long as the Company continues to have at least one remaining member.

The undersigned executed these Articles of Organization as organizing members and managers effective as set forth in Article III above. In accordance with Section 608.408(3) of the Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

INNOVATIVE DEVELOPMENT SERVICES
GROUP, INC., a Maryland corporation

By: 
Kathleen R. McDonald,
as President

By: 
Marilyn Thornbury

By: 
Kathleen R. McDonald

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ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and designated to accept service of process for the above stated limited liability company 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, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 of the Florida Statutes.

By: _____


Jo Claire Spear, Esquire

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