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June 29, 2000

Florida, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Fairway Holdings. LLC  
Corporation Filing

300003310553--4  
-07/03/00--01005--008  
\*\*\*\*250.00 \*\*\*\*155.00

Dear Sir/Madam:

L-7913

Enclosed herewith is the original and a copy of the Articles of Organization for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$250.00, which represents the fees and charges for filing the Articles of Organization .

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Barbara J. Lambert*  
Barbara J. Lambert,  
Legal Secretary

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Enclosures

## **ARTICLES OF ORGANIZATION**

### **OF**

## **FAIRWAY HOLDINGS, LLC.**

Under Chapter 608 of the Florida Statutes of the Limited Liability Law of the State of Florida, the undersigned, being a natural person of at least eighteen (18) years of age and acting as the organizer of the Limited Liability Company by these articles being formed under Chapter 608 of the Florida Statutes, certifies that:

### **Article I Name**

The name of the Limited Liability Company is: FAIRWAY HOLDINGS, LLC

### **Article II Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

Street Address: 1400 West Oak Street, Suite A  
Kissimmee, Florida 34741

Mailing Address: P.O. Box 421408  
Kissimmee, Florida 34742-1408

### **Article III Purpose**

The purpose of the Limited Liability Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Chapter 608 of the Florida Statutes.

### **Article IV Duration**

The period of duration for the Limited Liability Company shall be Perpetual.

### **Article V**

Fairway Holdings, LLC Articles of Organization

## **Management**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

## **Article VI Classes of Members**

The Limited Liability Company may, from time to time, establish classes, or series of classes of members, with such rights, designations, qualifications and duties as may be adopted as set forth in the Limited Liability's operating agreement from time to time.

## **Article VII Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: Upon written consent of all existing voting members additional members may be admitted and the Limited Liability Company shall not be dissolved by the admission of additional members.

## **Article VIII Members Rights to Continue Business**

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of an other event which terminate the continued membership of a member in the Limited Liability Company shall be: Upon written consent of all remaining voting members the Limited Liability Company shall not be dissolved and the member's interest being retired shall be purchased by the remaining members. The price of the retiring member's share being determined by fair market value taking into consideration in minority or marketability discount for such share. Payment for such member's share shall be as negotiated between the parties.

## **Article IX Operating Agreement**

These Articles shall be deemed to the operating agreement of the Limited Liability Company unless and until the members shall have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in an Operating Agreement.

In witness whereof, these Articles of Organization have been subscribed by the

Fairway Holdings, LLC Articles of Organization

undersigned, who affirms the foregoing as true under penalties of perjury this \_\_\_\_ day of June, 2000.



S. Craig Wakefield, Authorized Representative of Member

Printed Name of Signee

Signature of Member or Authorized Representative of a Member.

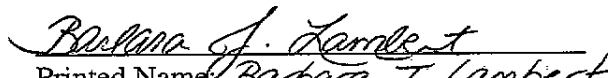
In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

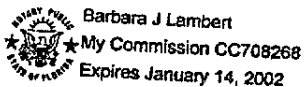
STATE OF FLORIDA

COUNTY OF OSCEOLA

SWORN TO and subscribed before me this 27 day of June, 2000 by S. Craig Wakefield ☒ who is personally known to me or ☐ who has provided \_\_\_\_\_ as identification and who ☐ did ☒ did not give an oath.

(NOTARY SEAL)

  
Printed Name Barbara J. Lambert  
Notary Public  
State of Florida  
My Commission Expires:



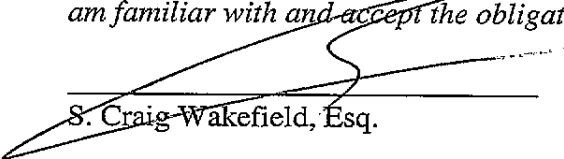
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: FAIRWAY HOLDINGS, LLC.
2. The name and Florida street address of the registered agent and office is:

S. Craig Wakefield, Esq.  
Wakefield & Associates, P.A.  
1400 West Oak Street, Suite A  
Kissimmee, Florida 34741

*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 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.*

  
S. Craig Wakefield, Esq.

6/22/00  
Date