



THE UNITED STATES  
CORPORATION  
COMPANY

L000000009479

00789-02870-00671

ACCOUNT NO. : 072100000032

REFERENCE : 789795 80670A

AUTHORIZATION :

*Patricia Poynt*

COST LIMIT : \$ 155.00

ORDER DATE : August 7, 2000

ORDER TIME : 1:44 PM

ORDER NO. : 789795-005

CUSTOMER NO: 80670A

CUSTOMER: Mr. Pieter G. Van Dien  
Cardillo Keith & Bonaquist

3550 E. Tamiami Trail

Naples, FL 34112

DOMESTIC FILING

NAME: SOUTHERN MARSH GOLF CLUB, L.C.

EFFECTIVE DATE:

300003348073--9

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158

EXAMINER'S INITIALS:

RECEIVED  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

00 AUG -7 PM 3:15

RECEIVED

FILED  
00 AUG -8 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*8/8/00*  
*6476-007*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 7, 2000

CSC  
KIM CLEMONS

SUBJECT: SOUTHERN MARSH GOLF CLUB, L.C.  
Ref. Number: W00000019534

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

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 400A00042605

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 AUG - 8 PM 1:55

FILED

**ARTICLES OF ORGANIZATION OF  
SOUTHERN MARSH GOLF CLUB, L.C.**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certify that:

**ARTICLE I — Name:**

The name of the limited liability company is "Southern Marsh Golf Club, L.C." (hereinafter referred to as the "Limited Liability Company").

**ARTICLE II — Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 4141 Collier Boulevard, Naples, Florida 34114.

**ARTICLE III — Duration:**

This Limited Liability Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statute Section 608.409, and shall exist for sixty (60) years from the date of such filing or until dissolved in a manner provided by law.

**ARTICLE IV — Management:**

This Limited Liability Company shall be managed by one (1) manager. The name and address of the person who shall serve as manager until a successor is elected and qualified is as follows: Charles V. Benton, 4141 Collier Boulevard, Naples, Florida 34114.

**ARTICLE V — Admission of Additional Members:**

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.

**ARTICLE VI — 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 any other event which terminates the continued membership of a member in the Limited Liability Company shall be: the remaining members shall have the right to continue the Limited Liability Company on unanimous consent of the remaining members.

FILED  
00 AUG - 8 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VII — Limitation on Agency Authority of Members**

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

## **ARTICLE VIII — Initial Registered Agent and Registered Office**

The name of the initial registered agent of the Limited Liability Company is John P. Cardillo, Esq. The street and mailing address of the initial registered office of the Limited Liability Company is 3550 East Tamiami Trail, Naples, Florida 34112.

## **ARTICLE IX — Organizers**

The names and street addresses of the Organizers to these Articles of Organization are:

Charles V. Benton  
4141 Collier Boulevard  
Naples, Florida 34114

John L. Calabria  
8036 Tiger Lily Drive  
Naples, Florida 34113

Robert F. Roda  
692 Grove Street  
Framingham, MA 01701

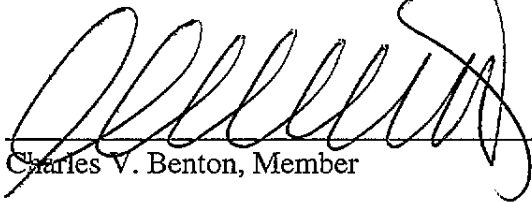
FILED

00 AUG - 8 PM 1:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, We have signed these Articles of Organization and acknowledged them to be our act this 16<sup>th</sup> day of March, 2000.

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

  
Charles V. Benton, Member

  
John L. Calabria, Member

  
Robert F. Roda, Member

FILED  
00 AUG - 8 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida       )  
County of Collier     )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, on this 16<sup>th</sup> day of March, 2000 personally appeared Charles V. Benton, who is X personally know to me or \_\_\_\_\_ who produced \_\_\_\_\_ as identification and who, after being duly sworn, acknowledged before me that as his free act they executed these Articles of Organization.

  
NOTARY PUBLIC

Print Name:  
My Commission Expires:  
(Seal)



State of Florida       )  
County of Collier     )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, on this 16th day of March, 2000 personally appeared John L. Calabria, who is X personally know to me or \_\_\_\_\_ who produced \_\_\_\_\_ as identification and who, after being duly sworn, acknowledged before me that as his free act they executed these Articles of Organization.

Elizabeth Hope Jones  
NOTARY PUBLIC

Print Name:

My Commission Expires:  
(Seal)



State of Massachusetts   )  
County of Norfolk     )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, on this 17 day of March, 2000 personally appeared Robert F. Roda, who is \_\_\_\_\_ personally know to me or ✓ who produced MDL S 80014197 121844/100 as identification and who, after being duly sworn, acknowledged before me that as his free act they executed these Articles of Organization.

Deborah J. Anderson  
NOTARY PUBLIC

Print Name:

My Commission Expires:  
(Seal)

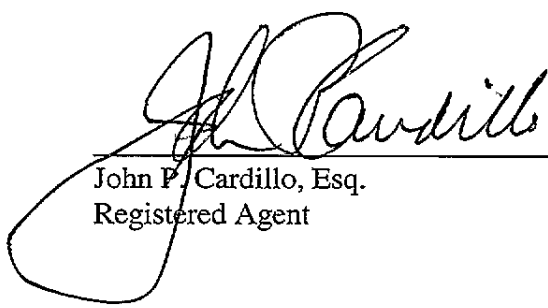
DEBORAH J. ANDERSON  
Notary Public  
My Commission Expires May 10, 2002

FILED  
00 AUG -8 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACCEPTANCE

I agree, as Registered Agent, to accept service of process, to keep my office during prescribed hours, to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated addresses) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

Witness my hand this 22 day of March, 2000 in the City of Naples, State of Florida.

  
\_\_\_\_\_  
John P. Cardillo, Esq.  
Registered Agent

FILED

00 AUG - 8 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA