

L000000014163



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 900990 41001A

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 155.00

ORDER DATE : November 16, 2000

ORDER TIME : 10:56 AM

ORDER NO. : 900990-005

CUSTOMER NO: 41001A 900003467689--1

CUSTOMER: Ms. Susan Whitlatch
The St. Joe Company

Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: ARVIDA CLUB MANAGEMENT, L.L.C.

EFFECTIVE DATE:

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: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

APPROVED
AND
FILED
RECEIVED
00 NOV 16 PM 1:08
00 NOV 16 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JP
11-16-00

ARTICLES OF ORGANIZATION
OF
ARVIDA CLUB MANAGEMENT, L.L.C.

Pursuant to the requirements set forth within §608.407 of the Florida Limited Liability Company Act, the undersigned, being a natural person, does hereby act as the authorized representative in adopting and filing the following articles of organization for the purpose of organizing a limited liability company.

ARTICLE I - NAME

The name of the limited liability company (hereinafter referred to as the "Company") shall be **Arvida Club Management, L.L.C.**

ARTICLE II - DURATION

The existence of the Company shall begin on the date of acknowledgment of these articles of organization and shall perpetual existence.

ARTICLE III – PRINCIPAL ADDRESS & MAILING ADDRESS

The street address of the principal office of the Company is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207 and the mailing address of the Company is 1650 Prudential Drive Suite 400 – Legal Dept., Jacksonville, Florida 32207.

ARTICLE IV – PURPOSE

The general nature of the Company shall be to conduct any lawful business permitted under the laws of the State of Florida, unless otherwise stated in its operating agreement and other states the Company may be authorized to transact business.

ARTICLE V – REGISTERED AGENT/OFFICE

The initial street address of the Company's registered office is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207. The initial registered agent for the Company at that address is Lawrence Paine.

00 NOV 16 PM 1:09
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

APPROVED
AND
FILED

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 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.

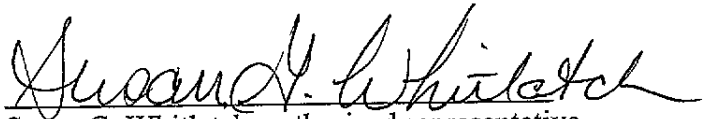


Lawrence Paine

ARTICLE VI - MANAGEMENT

This limited liability company shall be manager – managed.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these articles of organization this 10th day of November 2000.



Susan G. Whitlatch, authorized representative

APPROVED
AND
FILED
00 NOV 16 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA