

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L010000014023

MF Holdings LLC

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✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
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Certificate of Good Standing _____
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Certificate of Fictitious Name _____
Corp Record Search _____
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Signature _____

Requested by: _____

Name SK Date 8/21/01 Time 10:38

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ARTICLES OF ORGANIZATION OF **MF HOLDINGS, L.L.C.**

The undersigned certifies that he is acting as the organizing Member for the purpose of forming 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. The undersigned further certifies 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 **MF HOLDINGS, L.L.C.**, and its principal office shall be located at 1100 Par View Drive, in the City of Sanibel, County of Lee, State of Florida, Zip Code 33957, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be 215 E. Central Boulevard, 2nd Floor, Orlando, FL 32801.

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 engage in any activity or business authorized under the Florida Statutes.
2. 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.
3. 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.
4. 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.
5. 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,

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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.

6. 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

There shall be one (1) initial members of this limited liability company, whose name, address and percentage of ownership are as follows:

Murray Flood	100%
400 5th Avenue South	
Suite 202	
Naples, Florida, 34102	

ARTICLE IV **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 regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE V
MANAGEMENT

The management of this limited liability company is reserved to its members.

ARTICLE VI
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.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as specified in a separate written agreement regarding purchase and sale executed by 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 VII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the regulations, 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. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE VIII
DURATION

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.


ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company 400 5th Avenue South, Suite 202, in the City of Naples, County of Collier, State of Florida, Zip Code 34102, and the name of the company's initial registered agent at that address is **MASTERLINK CLUB SERVICES, INC.**, a Florida Corporation.

V43870

The undersigned, being the organizing member of the limited liability company, certifies that this instrument constitutes the proposed articles of Organization of **MF HOLDINGS, L.L.C.**


Executed by the undersigned at Lee County, Florida, on the 17 day of August, 2001.


MURRAY FLOOD


STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared MURRAY FLOOD, who is personally known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 17 day of August, 2001.

 Smyrna Steidell
My Commission CC932068
Expires April 30 2004

FAWPDATA\MVSI\CORP\INT\MF\HOLDING\ARTICLES.ORG


_____, Notary Public
My Commission No. is: _____
My Commission Expires: _____

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
)
 COUNTY OF LEE)

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, **MF HOLDINGS, L.L.C.**

The name of the registered agent for **MF HOLDINGS, L.L.C.**, is **MASTERLINK CLUB SERVICES, INC.**, and the street address of the company's principal office where the agent is located is 400 5th Avenue South, Suite 202, in the City of Naples, County of Collier, State of Florida, Zip Code 34102.

This statement is to acknowledge that, as indicated above, **MF HOLDINGS, L.L.C.** has appointed, **MASTERLINK CLUB SERVICES, INC.**, as its registered agent to accept service of process for the company at the place designated above in this certificate. As President of **MASTERLINK CLUB SERVICES, INC.** I accept this 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.

Dated: This 17 day of August, 2001.

MASTERLINK CLUB SERVICES, INC.,
 A Florida Corporation

By: Thomas R. Kettle, Vice President
 R. Terry Kettle, President

The foregoing instrument was acknowledged before me this 17 day of August, 2001, by R. Terry Kettle, President of **MASTERLINK CLUB SERVICES, INC.**, agent on behalf of **MF HOLDINGS, L.L.C.**, a limited liability company. He (☒) is personally known to me or (☐) has produced his Florida Driver's License as identification.



Smyrna Steidell
 My Commission CC932068
 Expires April 30 2004

Smyrna Steidell
 _____, Notary Public

My Commission Number is: _____
 My Commission Expires: _____

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