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Michael J. Canan

VIA EXPRESS MAIL

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February 22, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Lee Rivers  
Document Specialist

Re: **Red Rock Canyon, L.L.C.**  
Your Ref. No.: **W02000004590**

*Hold for  
pickup in  
GHR box -  
Thx -  
JRM*

Dear Lee:

Enclosed please find:

1. My Check No. 1530 for \$46.25;
2. Your letter of 2/15/02 which explains the need for this additional payment;
3. The original and one copy of Articles of Organization of Red Rock Canyon, L.L.C., executed 2/08/02; and

Thank you for your assistance in expediting this filing.

Sincerely yours,

*Mike Canan*

Michael J. Canan

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-02/12/02-01058-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*46.25 \*\*\*\*\*46.25

MJC:lr  
Enclosures

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314





FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 15, 2002

MICHAEL J. CANAN  
GRAY, HARRIS & ROBINSON  
PO BOX 3068  
ORLANDO, FL 32802-3068

SUBJECT: RED ROCK CANYON, L.L.C.  
Ref. Number: W02000004590

We have received your document for RED ROCK CANYON, L.L.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees you sent were based on the corporation filing fees, which are different from limited liability company fees. The fees for an LLC are as follows: \$100 filing fee, \$25 registered agent fee, \$30 certified copy fee (optional), and \$5 certificate of existence fee (optional). Please send an additional check for \$46.25, or for more if you would like the optional certification.

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 602A00009595

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TALLAHASSEE, FLORIDA

## **ARTICLES OF ORGANIZATION**

of

### **RED ROCK CANYON, L.L.C.**

The undersigned hereby certifies that the members have associated themselves together for the purpose of becoming 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 and hereby adopt the following Articles of Organization for such limited liability company:

#### **ARTICLE I**

##### **NAME AND PRINCIPAL OFFICE**

The name of this limited liability company is Red Rock Canyon, L.L.C., and its principal office and mailing address is located at 923 Ridgecrest Road, Orlando, FL 32806.

#### **ARTICLE II**

##### **DURATION**

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

#### **ARTICLE III**

##### **PURPOSE**

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE V**

##### **MEMBERSHIP**

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign

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their interests.

ARTICLE VI  
**DISSOLUTION**

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE VII  
**MANAGEMENT**

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial managers, who shall serve until their replacement or until the first annual meeting of members and their successors are elected and qualified, shall be Michael J. Canan and Chuck Smith.

ARTICLE VIII  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of this limited liability company's initial registered office is 301 East Pine Street, Suite 1400, Orlando, FL 32801, and the name of this limited liability company's initial registered agent is Michael J. Canan.

The undersigned, being an original member of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of Red Rock Canyon, L.L.C.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization for this limited liability company this 8<sup>th</sup> day of February, 2002 . . .

MICHAEL J. CANAN, INC.  
PROFIT SHARING PLAN AND TRUST

By: \_\_\_\_\_

Member


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Michael J. Canan, am familiar with and hereby accept the appointment as Registered Agent for Red Rock Canyon, L.L.C., as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 8<sup>th</sup> day of February, 2002.

  
\_\_\_\_\_  
Michael J. Canan

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