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GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

NO. 20 P. 1/4

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LIMITED LIABILITY COMPANY

Resort Golf Properties, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
RESORT GOLF PROPERTIES, LLC**

ARTICLE I

NAME AND ADDRESS

The name of this Limited Liability Company shall be **Resort Golf Properties, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 8437 Radcliffe Terrace, #201 Naples, Florida 34120.

ARTICLE II

DURATION

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE III

DESIGNATION OF REGISTERED AGENT

The name and address of the registered agent and office of the Company shall be Peter L. Keeley, Esq., Grant, Fridkin, Pearson, Athan & Crown, P.A., Pelican Bay Corporate Centre, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

APPROVED
AND
FILED
03 JUL 15 PM 12:30
CLERK OF THE
SOLICITOR GENERAL
TALLAHASSEE, FLORIDA

ARTICLE IV**MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by one of its members and is therefore a member managed company.

ARTICLE V**ADDITIONAL MEMBERS**

The Members may admit additional members upon Certificate of Membership signed by the existing Members.

ARTICLE VI**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. 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 VII**RIGHT TO CONTINUE BUSINESS OF COMPANY**


Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

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ARTICLE VIII**AMENDMENTS**

These Articles may be amended from time to time by the written consent of all Members of the Company. These Articles may also be amended from time to time as required by the Company's Operating Agreement.

WITNESS, the hand of the undersigned authorized representative of the Company this 15th day of July, 2003.



Peter L. Keeley, Esq.
Authorized Representative

03 JUL 15 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT
AND
FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for **Resort Golf Properties, LLC**, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.



Peter L. Keeley