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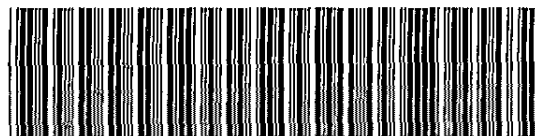
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TALLAHASSEE, FLORIDA

*OK*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 920747 7457051

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 125.00

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 8, 2004

ORDER TIME : 3:44 PM

ORDER NO. : 920747-005

CUSTOMER NO: 7457051

CUSTOMER: Thomas E. Brever  
Foster & Brever, PLLC

200 Anthony Place  
2855 Anthony Lane So.  
St. Anthony, MN 55418

DOMESTIC FILING

NAME: MOONDANCE GETAWAYS, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
MOONDANCE GETAWAYS, LLC**

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The undersigned organizers, being natural persons of the age of eighteen (18) years or more, in order to form a limited liability company under the Florida Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization:

**ARTICLE I**

**Name**

The name of this limited liability company is Moondance Getaways, LLC (the "Company").

**ARTICLE II**

**Period of Existence**

Unless dissolved earlier according to law, this Company shall exist for a period of sixty (60) years from and after the date these Articles of Organization are filed with the Florida Secretary of State.

**ARTICLE III**

**Purpose**

The purpose for which the Company is organized is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

#### **ARTICLE IV**

##### **Registered Office**

The initial registered office of this company is located at 1201 Hays Street, Tallahassee, Florida 32301. The name of the Company's initial registered agent at such address is Corporation Service Company. The address of the principal place of business of the Company is 2450 Saint Augustine Boulevard, Haines City, Florida 33844.

#### **ARTICLE V**

##### **Managers**

The management of the Company is hereby reserved to the Board of Managers. The initial manager is Barbara McIntyre, 2450 St. Augustine Boulevard, Haines City, Florida 33844.

#### **ARTICLE VI**

##### **Organizer**

The name and address of the organizer is: Thomas E. Brever, 2855 Anthony Lane South, Suite 200, St. Anthony, Minnesota 55418.

#### **ARTICLE VII**

##### **Membership Interests**

Membership interest shall be represented by Membership Interests Certificates. Subject to any terms and conditions imposed by law, or the Operating Agreement for the limited liability company, the Members are authorized to cause the limited liability company to issue up to and including One Hundred Thousand (100,000.00) Membership Interests for such consideration and upon such terms and conditions as the Members shall approve. Each Membership Interest outstanding shall be entitled to one vote upon each matter for which Members are entitled to

vote, unless otherwise provided herein, or in the Operating Agreement, and shall share in allocation of profits and losses and distributions according to the terms of the Operating Agreement or such other Agreement as may be entered into by the Members for such purposes. The number of Interests owned by a Member shall be specified in each certificate of Membership Interest as provided in the Operating Agreement of the Company.

#### ARTICLE VIII

##### Liability of Members and Managers

To the full extent provided by Florida law, no Member or Manager of this limited liability company shall be personally liable to this limited liability company or the other Members or Managers for monetary damages for an act of omission in such person's capacity as a Member or Manager of the Company, provided, however, that this Article shall not eliminate or limit the liability of a Member or Manager to the extent the person is found liable for (i) for any breach of the person's duty of loyalty to the Company; (ii) for acts and omissions not in good faith that constitutes a breach of duty to the Company or acts or omissions that involve intentional misconduct or knowing violation of the law; (iii) any transaction from which such person derived an improper personal benefit whether or not the benefit resulted from an action taken within the scope of the Member's or Manager's office; or (iv) acts or omissions for which the liability of a Member or Manager is expressly provided by an applicable statute. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a person of this Company existing at the time of such repeal or modification. In addition to the circumstances in which the Member or Manager of the Company is not liable as set forth in the preceding sentences, the liability of a Member shall be

further limited by any provision of the statutes of Florida hereafter enacted that further limits the liability of a Member or Manager of a limited liability company. The foregoing limitation of a person's liability to the Company or the other Members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a person may be entitled under any other provision of the Articles of Organization or the Operating Agreement of the Company, contract or agreement, or otherwise.

#### ARTICLE IX

##### Action by Written Consent

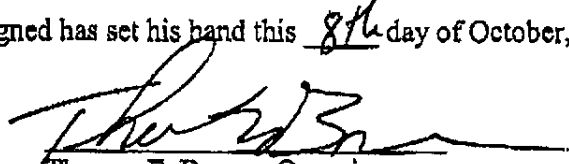
Any action required or permitted to be taken at a meeting of the Members or Board of Managers may be taken by written action signed by the Members or the Board of Managers that would be required to take the same action at a meeting at which all Members of the Board of Managers were present, as provided for in the Operating Agreement of the Company.

#### ARTICLE X

##### Business Continuation Agreement

The Members of this limited liability company have the power to enter into a business continuation agreement, as provided for in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has set his hand this 8th day of October, 2004.

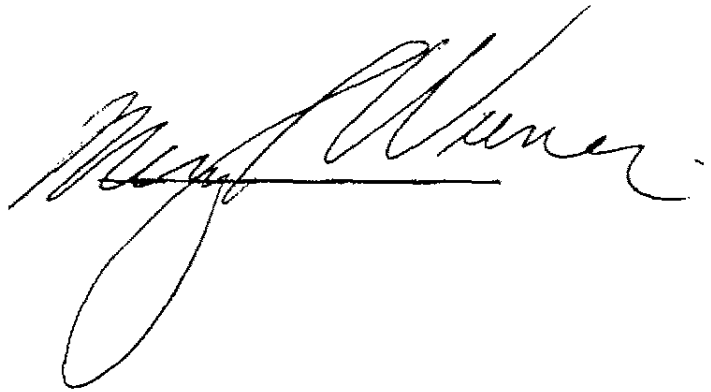
  
Thomas E. Brever, Organizer

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

Thomas E. Brever  
Typed or printed name of signee

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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, Florida Statutes.

A handwritten signature in dark ink, appearing to read "M. J. Warner", is written over a horizontal line.