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B\*

LAW OFFICE OF  
CLARK A. STILLWELL, LLC  
ATTORNEY AT LAW

BANK OF INVERNESS BUILDING  
320 U.S. HIGHWAY 41 SOUTH  
INVERNESS, FLORIDA 34450

TELEPHONE: (352) 726-6767  
FAX: (352) 726-8283  
caslaw@tampabay.rr.com

MAILING ADDRESS:  
POST OFFICE BOX 250  
INVERNESS, FL 34451-0250

December 3, 2004

**VIA FEDERAL EXPRESS**

Florida Department of State  
Secretary of State  
Attn.: Glenda E. Hood  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Articles of Organization - LLC**

Dear Madam:

I am enclosing three (3) separate Articles of Organization for filing along with our check #3286 in the amount of \$375.00, representing filing fees and registered agent fees as follows:

- 1) **Collins Holding, LLC**
- 2) **Twisted Oak Golf Course, LLC**
- 3) **Pine Ridge Golf Course, LLC**

Once these LLC's have been filed and assigned document number(s), please forward copies of each LLC and its document number(s) for our files.

If you have any questions, please feel free to contact me.

Very truly yours,

LAW OFFICE of CLARK A. STILLWELL, LLC

  
Clark A. Stillwell, Esq.

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Encls.

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**ARTICLES OF ORGANIZATION OF**  
**PINE RIDGE GOLF COURSE, LLC**

The undersigned certify that they have associated ourselves 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. We further declare 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, L.L.C., and its principal office shall be located at **35 St. George Place, Palm Beach Gardens, FL 33418, in the City of Palm Beach, County of Palm Beach, State of Florida**, 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 of the limited liability company shall be **35 St. George Place, Palm Beach Gardens, Florida 33418**

**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.

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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, 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 other incidental or pertaining to, or growing 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.

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**ARTICLE III  
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.

**ARTICLE IV  
MANAGEMENT**

This limited liability company shall be managed by one or more managers. The name and address of the initial manager(s) who shall serve until a successor is elected and qualified is as follows:

Ronald Collins, General Manager  
or  
Taylor Collins, General Manager

35 St. George Place  
Palm Beach Gardens, FL 33418

**ARTICLE V  
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.

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 VI  
CAPITAL CONTRIBUTIONS**

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Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by each member in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member(s). Member(s) will make contributions in equal shares.

## **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits 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. Each member shall be entitled to the distributive share of the profits according to their pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations. The distributive share of the profits shall be determined and paid to the members as soon as practicable after the close of each fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business according to each members pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations.

## **ARTICLE VIII DURATION**

This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## **ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 35 St. George Place, Palm Beach Gardens, FL 33418, City of Palm Beach Gardens, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is Clark A. Stillwell.

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The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **PINE RIDGE GOLF COURSE, LLC**

Executed by the undersigned at Inverness, Florida, on December 1, 2004.

**PINE RIDGE GOLF COURSE, LLC**

By: [Signature]

Name: Taylor Collins,  
General Manager

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of December, 2004, by Taylor Collins, General Manager, **PINE RIDGE GOLF COURSE, LLC**.

is personally known to me ✓ (yes/no)  
produced identification                      (yes/no)  
I.D. produced                      (if applicable)

[Signature]  
Notary Public

Name: DONNA M. BRIDEN

Commission Expires: 9-7-08

Commission No. #DD 352691



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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for **PINE RIDGE GOLF COURSE, LLC** at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 12/1/04

LAW OFFICE of CLARK A. STILLWELL, LLC

By: 

Clark A. Stillwell

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