

L05000018279

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

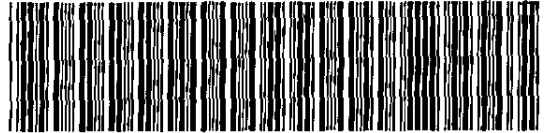
(Business Entity Name)

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02/22/05--01004--015 **155.00

DIVISION OF CORPORATION
05 FEB 22 11:08:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 FEB 22 PM 2:58
FEB 20



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 22, 2005

CORPDIRECT AGENTS

TALLAHASSEE, FL

SUBJECT: MOUNT VALLEY LODGE LIQUIDATION CORP., LLC
Ref. Number: W05000009126

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
05 FEB 22 PM 2:58
TALLAHASSEE, FLORIDA
FILED

We have received your document for MOUNT VALLEY LODGE LIQUIDATION CORP., LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$155.00 payment.

Florida LLC's may not use "CORP." or "INC." or the words "CORPORATIONS" or "INCORPORATED" in their names.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 105A00012402

RECEIVED
FEB 23 11:05
CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 2/22/05

REF. #: 0262.35073

CORP. NAME: MOUNT VALLEY LODGE LIQUIDATION CORP., LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 511473 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
MOUNT VALLEY LODGE LIQUIDATION LLC**

The undersigned hereby executes these Articles of Organization (“**Articles**”) for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the “**company**”) shall be:

Mount Valley Lodge Liquidation LLC

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05 FEB 22 PM 2:58
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE II

Principal Office Address

The address of the principal office of the Company shall be:

2072 Massachusetts Avenue, NE
St. Petersburg, Florida 33705

ARTICLE III

Principal Mailing Address

The mailing address of the Company shall be:

Post Office Box 10604
St. Petersburg, Florida 33733

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida, 33602, and the initial registered agent of the Company at such office

shall be D. Michael O'Leary. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes herein stated.



D. Michael O'Leary, Authorized Representative

MOUNT VALLEY LODGE LIQUIDATION LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 21st day of February, 2005.


D. MICHAEL O'LEARY