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(Address)

(City/State/Zip/Phone #)

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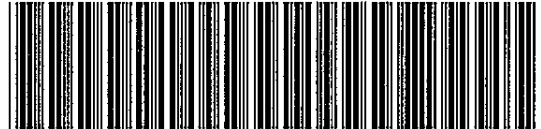
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 DEC 13 AM 7:42

EFFECTIVE DATE

12-12-05

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GIBSON BAY RESORT, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

WILLIAM P. GRAY, ESQ

(Name of Person)

FORIZS & DOGALI, P.L.

(Firm/Company)

390 North ORANGE AVE., Suite 1825

(Address)

ORLANDO, FL 32801

(City/State and Zip Code)

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For further information concerning this matter, please call:

WILLIAM ("Bill") GRAY

(Name of Person)

at (407) 999-8922

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION
OF
GIBSON BAY RESORT, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statute Chapter 608, hereby makes, acknowledges and files these Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company is GIBSON BAY RESORT, LLC

ARTICLE II
ADDRESS FOR PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company shall be as follows:

Principal Office Address

215 Celebration Place, Suite 330
Celebration, Florida 34747

Mailing Address

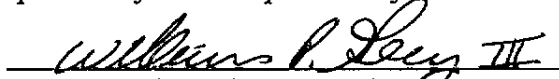
215 Celebration Place, Suite 330
Celebration, Florida 34747

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE & SIGNATURE

The name and the Florida street address of the registered agent are:

William P. Gray, III, Esq.
390 N. Orange Avenue, Suite 1825
Orlando, Florida 32801

Having been named as the 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 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 of the Florida Statutes.


Registered Agent's Signature

EFFECTIVE DATE
12-12-05

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ARTICLE IV
MANAGER-MANAGED LIMITED LIABILITY COMPANY

This limited liability company shall be a manger-managed company, as a limited liability company that is designated to be managed by one or more managers. Members shall not be an agent of the limited liability company for the purpose of its business solely by reason of being a member. Unless and except as otherwise provided in an operating agreement of the company, each manager shall have equal rights in the management and conduct of the company's business, with management of this limited liability company vested in one or more managers; and an act of a manager, including the signing of an instrument in the company's name, for apparently carrying on in the ordinary course of the company's business or business of the kind carried on by the company shall bind the company unless the manager had no authority to act for the company in the particular matter and the person with whom the manager was dealing knew or had notice that the manager lacked authority; provided further, however, that an act of a manager that is not apparently for the carrying on in the ordinary course of the company's business or business of the kind carried on by this limited liability company shall bind this limited liability company only if the act was authorized under the Florida Limited Liability Company Act, Florida Statute Chapter 608 ("Act"). Any matter relating to the business of this limited liability company may be exclusively decided by the managers, in accordance with the terms and conditions of these Articles and, if one is then in effect, the limited liability company's written operating agreement. Action requiring the consent of managers under the Act may be taken without a meeting, subject to the limitations set forth in Florida Statutes, Section 608.4231. Any manager shall be designated, appointed, elected, and subject to removal or replaced only as provided for by Florida law or, in the event one is then in effect, in this limited liability company's operating agreement, and any such manager shall hold office until a successor has been elected and qualified to serve, unless such manager sooner resigns or is removed in accordance with a company written operating agreement or in accordance with the Act.

The initial Managers of the company shall be as follows, and each shall hold such office until a successor has been elected and qualified to so serve unless either shall sooner resign or is removed in accordance with the terms of a Company written operating agreement then in effect:

**Kevin Wardle, Manager - 50% ownership interest
215 Celebration Place, Suite 330
Celebration, Florida 34747**

**Tim De Man - 50% ownership interest
215 Celebration Place, Suite 330
Celebration, Florida 34747**

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ARTICLE V
EFFECTIVE DATE

The Effective Date is December 12th, 2005.

The foregoing Articles of Organization are duly executed and shall be filed in accordance with Florida Statutes, Chapter 608.4081, to confirm that the initial members and managers of the company intend for this limited liability company to operate as a manager-managed company (F.S. Section 608.402(19)), and that the foregoing shall become the Articles of Organization for the company,

As submitted on behalf of the company by the undersigned authorized representative this 10th day of December, 2005.



(In accordance with F.S. Section 608.408(3), the execution of this document constitutes an affirmation under the penalties or perjury that the facts stated herein are true.)

William P. Gray, III, Esquire
Authorized Representative of the Members

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