

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Sandpearl Resort Operator, LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Sandpearl Resort Operator, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:2201 Fourth Street, Suite 200
St. Petersburg, FL 33704**Mailing Address:**2201 Fourth Street, Suite 200
St. Petersburg, FL 33704**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

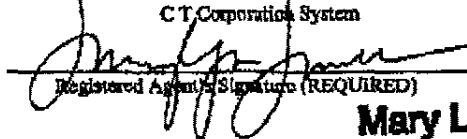
CT Corporation System

Name

1200 South Pine Island RoadFlorida street address (P.O. Box **NOT** acceptable)Plantation, Florida 33324

City, State, and Zip

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, F.S.

CT Corporation System
Registered Agent's Signature (REQUIRED)**Mary Lou Mulkeen**
Assistant Secretary

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:MGRMCBR Communities I, Ltd.2201 Fourth Street, Suite 200St. Petersburg, FL 33704

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
 (If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:Kelly Q. Levan

Signature of a member or an authorized representative of a member.

(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.)

Kelly Q. Levan

Typed or printed name of signer

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation
 of Registered Agent
 \$ 30.00 Certified Copy (Optional)
 \$ 5.00 Certificate of Status (Optional)