

Division of Corporations

L06000082296

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FLORIDA/FOREIGN LIMITED LIABILITY CO.
WOODCHASE CLUB LP, L.L.C.

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390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
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GENE E. CRICK, JR., P.L.
DIRECT LINE: (407) 839-4274
DIRECT FACSIMILE: (407) 630-0918
EMAIL: gcrick@broadandcassel.com

August 21, 2006

VIA FACSIMILE

Ms. Brenda Tadlock
Section Administrator
Division of Corporations
Facsimile Number - (850).245.6030

Re: ATLANTA HERRINGTON LP, L.L.C.
DAYTON SPRING VALLEY LP, L.L.C.
WOODCHASE CLUB LP, L.L.C.

Brenda,
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he

Dear Ms. Tadlock:

formed with the abbreviated "LP" preceding the "":

1. ATLANTA HERRINGTON LP, L.L.C. - H06000208111 3
2. DAYTON SPRING VALLEY LP, L.L.C. - H06000208114 3
3. WOODCHASE CLUB LP, L.L.C. - H06000208115 3

And as you explained to us, we will not be permitted to use the abbreviation "LP" if we are forming any entity other than a limited partnership.

Also, attached are the Articles of Organization for the entities listed above. Please use the original file date of 8/18/2006 in processing.

Thank you for your assistance in this matter.

BROAD AND CASSEL

Gene E. Crick, Jr., P.L.

GEC:sm
Enclosures

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ARTICLES OF ORGANIZATION

OF

The undersigned, acting as the organizer of WOODCHASE CLUB LP, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is WOODCHASE CLUB LP, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 1551 Sandspur Road, Maitland, Florida 32751.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the names and addresses of the initial Managers are:

Name

Address

Paul M. Missigman

1551 Sandspur Road
Maitland, Florida 32751

Michael J. Sciarrino

1551 Sandspur Road
Maitland, Florida 32751

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in obtaining or attempting to obtain reimbursement from the Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of Organization as of this 16th day of August, 2006.

MANAGER:

Paul M. Missigman

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN

1. The name of the limited liability company is **WOODCHASE CLUB LP, L.L.C.**
2. The name and address of the registered agent and office is:

**B&C Corporate Services of Central Florida, Inc., a Florida corporation
390 North Orange Avenue, Suite 1400
Orlando, Florida 32801**

Having been designated as the Registered Agent for Woodchase Club LP, L.L.C., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 608, Florida Statutes.

**B&C Corporate Services of Central
Florida, Inc., a Florida corporation**

By: 
Shaneka L. McDonald, Vice President

Dated this 18th day of August, 2006.

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F I L E D
SECRETARY OF STATE
DIVISION OF CORPORATIONS