

L 09000029548

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

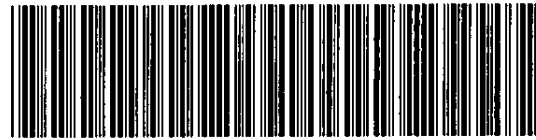
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 MAR 26 PM 12:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 MAR 26 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAR 26 2009

EXAMINER



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

160.00

March 26, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file 2nd

Re: Order #: 7519061 SO
Customer Reference 1: 32543.0004
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Woodbridge Executive Incentive Plan 1, LP (FL)
Formation
Florida

Bluegreen Program GP, LLC (FL)
Formation
Florida

Woodbridge Executive Incentive Plan 1, LP (FL)
Certificate of Status-Domestic
Florida

Bluegreen Program GP, LLC (FL)
Certificate of Status-Domestic
Florida

Woodbridge Executive Incentive Plan 1, LP (FL)
Cert Copy of Certificate of LP
Florida

Bluegreen Program GP, LLC (FL)
Cert Copy of Articles of Org
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the



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CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

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09 MAR 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
BLUEGREEN PROGRAM GP, LLC

The undersigned, for the purpose of forming a limited liability company (the "Company") under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes and acknowledges and files the following Articles of Organization.

ARTICLE I – NAME

The name of the Company is Bluegreen Program GP, LLC.

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company is 2100 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

ARTICLE III – DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV – MANAGEMENT

The business of the Company will be managed by the Members. The name and address of the sole initial managing Member is Woodbridge Fund I, LLC, a Florida limited liability company, 2100 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

ARTICLE V – REGISTERED OFFICE AND AGENT AND ADDRESS

The name and the Florida street address of the registered agent of the Company are: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 13th day of March, 2009.



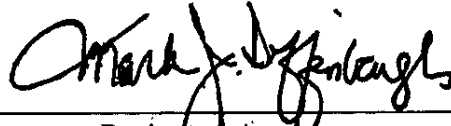
Name: Seth M. Wise
Title: Authorized Representative

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MAR 26 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Bluegreen Program GP, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: 3/25/09



Registered Agent

Mark J. Duffenbaugh
Asst. Secretary & V. President