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Mary Jane Merrill Acquire

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Division of Corporations

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**The Fountains Country Club Real Estate, LLC**

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**EXAMINER**

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**ARTICLES OF ORGANIZATION**

**OF**

**THE FOUNTAINS COUNTRY CLUB REAL ESTATE, LLC**

The undersigned hereby makes, subscribes, acknowledges and ratifies these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida:

**ARTICLE I - NAME**

The name of the limited liability company shall be The Fountains Country Club Real Estate, LLC.

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of The Fountains Country Club Real Estate, LLC shall be 1601 Forum Place, Suite 500; West Palm Beach, FL 33401.

**ARTICLE III - REGISTERED AGENT**

The name and street address for the registered agent for service of process in the State of Florida for The Fountains Country Club Real Estate, LLC shall be Mark F. Levy; 1601 Forum Place, Suite 500; West Palm Beach, FL 33401.

**ARTICLE IV - INDEMNIFICATION**

Subject to the provisions of Chapter 608, Florida Statutes, The Fountains Country Club Real Estate, LLC shall indemnify and hold harmless any member and/or member-manager and/or employee from and against any and all claims and demands whatsoever.

**ARTICLE V - MEMBER**

The sole member/manager of The Fountains Country Club Real Estate, LLC shall be:

Quad Realty Investments, Inc.  
1601 Forum Place, Suite 500  
West Palm Beach, FL 33401  
Member/Manager

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## ARTICLE VI - MANAGERS

The Fountains Country Club Real Estate, LLC is a manager managed company. The managers of The Fountains Country Club Real Estate, LLC shall be:

Quad Realty Investments, Inc.  
1601 Forum Place, Suite 500  
West Palm Beach, FL 33401

Mark F. Levy  
1601 Forum Place, Suite 500  
West Palm Beach, FL 33401

Jack Jaiven  
1601 Forum Place, Suite 500  
West Palm Beach, FL 33401

Ben G. Schachter  
1601 Forum Place, Suite 500  
West Palm Beach, FL 33401

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## ARTICLE VI - ORGANIZER

The name and address of the person signing these Articles of Organization is Mark F. Levy; 1601 Forum Place, Suite 500; West Palm Beach, FL 33401.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 8<sup>th</sup> day of December, 2009.

Mark F. Levy  
Mark F. Levy, as Organizer

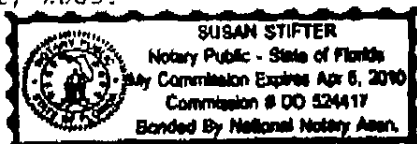
STATE OF FLORIDA )

) SS:

COUNTY OF PALM BEACH )

BEFORE ME, personally appeared Mark F. Levy, to me known and well known to me to be the person described in and who executed the foregoing instrument or who produced \_\_\_\_\_ as identification and she acknowledged to and before me that she executed said instrument for the purpose herein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of December, 2009.



Susan Stifter  
Notary Public,  
State of Florida

\*\*\*\*\*  
I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF ORGANIZATION AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION AS PROVIDED FOR IN CHAPTER 608, FLORIDA STATUTES.

MARK F Levy  
Print Name: Mark F. Levy

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