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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
HONEY LAKE PLANTATION SPA & RESORT, LLC**

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B. BOSTICK

JUL 22 2011

EXAMINER

7/8/2011

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
HONEY LAKE PLANTATION RESORT & SPA, LLC

L100000001454

The present name of this limited liability company, and the name under which this limited liability company was originally filed, is HONEY LAKE PLANTATION SPA & RESORT, LLC. This limited liability company was originally filed with the Florida Secretary of State on January 5, 2010. The undersigned, being the only members of this limited liability company, hereby execute this Amended and Restated Articles of Organization in accordance with Section 608.411, Florida Statutes, for the purpose of amending and restating the Articles of Organization originally filed on January 5, 2010.

ARTICLE I.

The new name of this limited liability company is HONEY LAKE PLANTATION RESORT & SPA, LLC.

ARTICLE II.

The mailing address and street address of this limited liability company is 1290 NW Honey Lake Rd., Greenville, Florida 32331.

ARTICLE III.

The purpose for which this limited liability company is organized is to conduct any and all lawful business.

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ARTICLE IV.

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

ROBERT L. WILLIAMSON
1290 NW Honey Lake RD.
Greenville, Florida 32331

ARTICLE V.

The only members of this limited liability company are ROBERT L. WILLIAMSON and TERESA TEGUE WILLIAMSON. The members of this limited liability company may admit additional members to this limited liability company by unanimous vote of the members of this limited liability company.

ARTICLE VI.

The remaining members of this limited liability company shall have the right to continue the business of this limited liability company on 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 this limited liability company.

ARTICLE VII.

This limited liability company shall be a manager managed limited liability company and the Manager is ROBERT L. WILLIAMSON, who shall have the right and authority to manage this limited liability company.

ARTICLE VIII.

JONATHAN LEE WILLIAMSON is hereby appointed to be the Chief Operating Officer of this limited liability company.

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The undersigned, being all of the members of this limited liability company, have duly executed this Amended and Restated Articles of Organization, and the same is being filed in accordance with Section 608.411, Florida Statutes, this 8th day of July, 2011.



ROBERT L. WILLIAMSON


TERESA TEAGUE WILLIAMSON

STATE OF FLORIDA
COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared ROBERT L. WILLIAMSON and TERESA TEAGUE WILLIAMSON, before me known to be the persons described as a members of this limited liability company, and who executed the foregoing Amended and Restated Articles of Organization, and acknowledged before me that they executed and subscribed to these Amended and Restated Articles of Organization.

WITNESS my hand official seal in the County and State named above this 8th day of July, 2011.


Notary Public

My Commission Expires:



JOYCE A. BROWN
Notary Public, State of Florida
My Comm. Expires Feb. 8, 2014
Commission No. DD 942829

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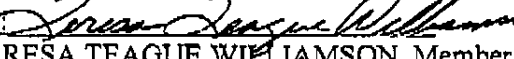
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 608.415, Florida Statutes, the following is submitted:

HONEY LAKE PLANTATION RESORT & SPA, LLC, with its principal place of business at 1290 NW Honey Lake RD, Greenville, Florida 32331, names ROBERT L. WILLIAMSON, whose MAILING address is 1290 NW Honey Lake RD, Greenville, Florida 32331, and whose street address is 1290 NW Honey Lake RD, Greenville, Florida 32331, as its registered agent to accept service of process within Florida, and for such other purposes as required for registered agents.

HONEY LAKE PLANTATION RESORT &
SPA, LLC

By: 
ROBERT L. WILLIAMSON, Member

By: 
TERESA TEAGUE WILLIAMSON, Member

Dated: July 8th, 2011

Having been named to accept service of process for the above named limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with, and accept the obligations of registered agent.


ROBERT L. WILLIAMSON
Registered Agent

Dated: July 8, 2011

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