

DEC-29-2011 14:42

NORTON, HAMMERSLEY

**L110000145560**

Florida Department of State

Division of Corporations  
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Account Name : NORTON, HAMMERSLEY, LOPEZ & ASSOCIATES, P.A.  
Account Number : I20010000202  
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**EXAMINER**

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**FLORIDA LIMITED LIABILITY CO.  
EB-5 GOODSPTS LWR, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
EB-5 GOODSPTS LWR, LLC**

The undersigned person, acting as the organizer of EB-5 GOODSPTS LWR, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of this limited liability company is:

EB-5 GOODSPTS LWR, LLC

**ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE**

The existence of the company will commence on January 1, 2012, and the existence of the company shall be perpetual.

**ARTICLE III - PURPOSE**

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, FL 34236, and the name of the company's initial registered agent at that address is SAM D. NORTON.

#### ARTICLE V - PLACE OF BUSINESS

The mailing and street address of the company is 1626 Ringling Blvd., Suite 400, Sarasota, Florida 34236.

#### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the company to admit additional members and the terms and conditions of the admissions shall be restricted in accordance with the terms and conditions as shall be set forth in the company's operating agreement.

#### ARTICLE VII - MANAGEMENT BY MANAGER

The company shall be managed by one or more manager upon such terms and conditions as shall be set forth in its operating agreement. The initial manager of the Company shall be GOODSPTS LWR SPORTS CAMPUS, LLC, and its mailing address shall be 1626 Ringling Blvd., Suite 400, Sarasota, Florida 34236.

#### ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend or repeal the rules and regulations of the company in the form of an operating agreement or otherwise is vested exclusively in the members and manager of the company.

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ARTICLE IX - TERMINATION OF MEMBERSHIP INTEREST

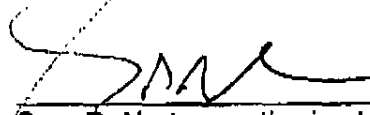
The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: December 29, 2011.

(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.)

  
\_\_\_\_\_  
Sam D. Norton, authorized  
representative of Member


**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That EB-5 GOODSPORTS LWR, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, Florida 34236, has named SAM D. NORTON as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for EB-5 GOODSPORTS LWR, LLC, at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: December 29, 2011.

  
\_\_\_\_\_  
SAM D. NORTON