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FLORIDA LIMITED LIABILITY CO.

Mainstay Healthcare - Daytona, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

02/24/16

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ARTICLES OF ORGANIZATION

OF

**MAINSTAY HEALTHCARE - DAYTONA, LLC
A Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of this limited liability company is "**MAINSTAY HEALTHCARE - DAYTONA, LLC**" (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address of the principal office of the Company is as follows:

59 Lake Morton Drive
Lakeland, Florida 33801

The street address of the principal office of the Company is as follows:

59 Lake Morton Drive
Lakeland, Florida 33801

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 605.0207, Florida Statutes, the Company's existence shall commence at the time and date on which these Articles of Organization are filed with the Florida Department of State.

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by one or more managers and is therefore a manager managed company. The names and mailing addresses of the initial managers of the Company are as follows:

Louis F. Garrard, V

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59 Lake Morton Drive
Lakeland, Florida 33801


**ARTICLE V
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent of the Company at such address are as follows:

N. Dwayne Gray, Jr., Esquire
315 E. Robinson Street, Suite 600
Orlando, FL 32801

**ARTICLE VI
APPLICABLE LAW**

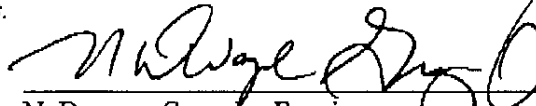
The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.


N. Dwayne Gray, Jr., Authorized Representative

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 605 of the Florida Statutes.


N. Dwayne Gray, Jr., Esquire

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~~pertaining to the Country Club Facility that do not entail its golfing operations, all as reasonably determined by the Board, regardless of whether the memberships is appurtenant or not appurtenant to a Lot. However, where such Voting Member owns more than one (1) Lot, such owner shall have one (1) vote per Lot owned. Notwithstanding the foregoing, any vote held on matters related to the golf courses shall be limited to Golf Members.~~ When more than one (1) Person holds an interest in any Lot or Membership, as applicable, such Persons shall decide among themselves and advise the Foundation, in writing, which Person shall be designated as the sole Member, and only such designated Person shall qualify for Membership or continuation of Membership.

In no event shall more than one (1) vote be cast with respect to anyone Voting Membership.

~~Notwithstanding anything to the contrary contained in this Article 5, for so long as Declarant holds a Class B Membership, no Member (other than Declarant) shall be allowed to vote on any Foundation or Country Club Facility matters except for the right of the Members to vote to elect non-Declarant representative Board Members. After Turnover, each class of voting Member shall be allowed to vote as provided in this Article 5.~~

~~Further, a~~ Notwithstanding anything to the contrary contained in this Section 5.1, in addition to and subject to any other voting rights provided in this Section 5.1, an Owner of a Lot shall have the right to vote on matters relating to the Foundation and shall be considered a Voting Member for purposes hereunder.

2. Section 6.1(c) of the Articles is hereby amended to read as follows

- (c) Membership Fees. As set forth in the Declaration, the Master Developer shall have the sole right to determine the Membership Fee for all Memberships until ninety-five percent (95%) of all Master Developer Lots are sold to End Users such time as Master Developer owns fewer than 16 Master Developer Lots in the Development. After which, the Membership Fee for Memberships shall be determined by the Board. Notwithstanding the foregoing, the Membership Fee for Memberships sold by the Master Developer shall be paid directly to the Master Developer.

3. Section 7.4 of the Articles is hereby amended to read as follows:

- 7.4 ~~Until Turnover, the Class B Member and its successors and assigns shall have and hereby reserves the absolute right and authority to manage and control the Foundation and its affairs and decisions and the exclusive right to elect or appoint five (5) of the nine (9) Directors, the remaining four (4) Directors to be elected by the Members and each of which must be a Class A Member, Class C Member (if permitted in the Declaration and subject to the limitations and restrictions set forth in Article 8.1(m) of the Declaration), Class Q (if permitted in the Declaration and subject to the provisions and limitations of Section 8.1 (m) of the Declaration, or a Class D Member (or other Property Owner Class of Membership). Prior to Turnover, the Board shall exercise all rights, powers and privileges that would otherwise be exercisable by the Members.~~

Directors to be elected by the Members must be a Class A Member, Class C Member (if

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permitted in the Declaration and subject to the limitations and restrictions set forth in Section 8.1 (m) of the Declaration), Class Q-A or Q-H (if permitted in the Declaration and subject to the provisions and limitations of Section 8.1 (m) of the Declaration, Class H or a Class D Member (or other Property Owner Class of Membership). ~~Notwithstanding the foregoing, the member elected Board Members at Turnover shall be allowed to fulfill their remaining terms of office.~~

~~The Class D Member may, at its option, at any time in writing, waive its right to control the Foundation and turn over control to the Members.~~

4. In all other respects, said Articles, as previously amended, shall remain unchanged and of full force and effect.

IN WITNESS WHEREOF, Quail West Foundation, Inc., a Florida not-for-profit corporation, has caused this 3rd Amendment to Third Amended and Restated Articles of Incorporation to be signed by its duly authorized officer, this 5th day of February 2016.

Signed, sealed and delivered
in our presence

MILLER, Lutz
Witness #1 (print name below)

Michael Lutz

Dalene Pedersen
Witness #2 (print name below)

Dalene Pedersen

(Corporate Seal)

QUAIL WEST FOUNDATION, INC., a not-for-profit corporation

By: Paul Pentz
Paul Pentz, as Vice President

ATTEST:

By: John Gardner
John Gardner, as Assistant Secretary

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Instrument was sworn to and subscribed before me this 5th day of Feb. 2016, by Paul Pentz, as Vice President, and John Gardner, as Assistant Secretary, of QUAIL WEST FOUNDATION, INC., a Florida not-for-profit corporation, who is personally known to me.



Nancy Openshaw
Signature of Notary Public

NANCY OPENSHAW
Name of Notary Printed, Typed or Stamped
My Commission Expires: 8-13-19