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Division of Corporations

Florida Department of State

Division of Corporations **Electronic Filing Cover Sheet**

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FLORIDA LIMITED LIABILITY CO.

Riomar-Hall Joint Venture, LLC

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ARTICLES OF ORGANIZATION OF RIOMAR-HALL JOINT VENTURE, LLC

ARTICLE I: NAME

The name of the limited liability company is RIOMAR-HALL JOINT VENTURE, LLC (the "LLC").

ARTICLE II: ADDRESS

The street address of the principal office of the LLC is 2106 Club Drive, Vero Beach, Florida 32963 and the mailing address of the principal office of the LLC is 2106 Club Drive, Vero Beach, Florida 32963.

ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the initial registered agent of the LLC are:

William J. Stewart, Esq. 2101 Indian River Blvd, Suite 200 Vero Beach, FL 32960

Having been named as registered agent 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.

William J Stewart

ARTICLE IV: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Organization shall be the date and time that these Articles of Organization are filed with the Florida Department of State, Division of Corporations.

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ARTICLE V: PURPOSE

The LLC is being formed for the purpose of transacting any and all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE VI: DURATION

The LLC is formed for an indefinite duration.

ARTICLE VII: MANAGEMENT

The LLC will be manager-managed.

ARTICLE IX: MANAGER

The name and mailing address of each person authorized to manage and control the LLC:

Title: Name and Address:

MGR The Riomar Country Club, Inc., a Florida

corporation 2106 Club Drive

Vero Beach, Florida 32963

In accordance with Section 605.0203(1)(b) of the Florida Revised Limited Liability Company Act, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

MANAGER:

O3760658.v1

The Riomar Country & Lub, Inc., a Florida corporation

Michael B. Smith Provident

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