

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service \_\_\_\_\_ Two Day Service \_\_\_\_\_

To be via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No. \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FEB 2 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_

BY \_\_\_\_\_

CK No. \_\_\_\_\_

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Ocean Harbor  
Seaside, BSB, W.C.

C.C. FEE. DISBURSED

Complete Express

Art. of Amend. File

Corp. Name Change

Id. Part of Corp. File

Original Corp. File

Short Copy(s)

EFFECTIVE DATE

FEB 1 1995

Art. of Amend. File

Dissolution/Withdrawal

C U B

Fictitious Name File

Name Reservation

Annual Report/Financial Statement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s \_\_\_\_\_ Copies \_\_\_\_\_

Courier Service

Shipping/Handling

Phone ( ) \_\_\_\_\_

Top Priority

Express Mail Prop.

FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF ORGANIZATION  
OF  
OCEAN HARBOR SEASIDE RESORTS, L.C.  
(a Limited Liability Company)

FILED  
25 FEB -2 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

EFFECTIVE DATE  
FEB 1 1995

ARTICLE I  
Name

The name of the limited liability company (hereinafter referred to as the "Company") shall be Ocean Harbor Seaside Resorts, L.C.

ARTICLE II  
Period of Duration

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

ARTICLE III  
Registered Office and Agent

The mailing address and street address of the principal office of the Company is: 12650 New Brittany Boulevard, Suite 101, Fort Myers, Florida 33919.

The Company's initial registered agent will be Richard A. Sheedwith.

The Company's initial registered office address, together with its principal place of business in Florida is: 12650 New Brittany Boulevard, Suite 101, Fort Myers, Florida 33919.

ARTICLE IV  
Contributions

The initial amount of capital contributions (including cash and a description of the agreed value of the property) is \$10,000.00 cash, which will be contributed by the members.

**ARTICLE V**  
**Additional Contributions**

Unless all members agree in writing, no present or future member shall have any obligation to make any additional contributions to the Company above their written agreement upon contribution to the capital of the Company.

**ARTICLE VI**  
**New Members and Transfer of Membership**

A majority vote of the members of the Company may admit additional members. No interest in the Company may be transferred or sold, except by unanimous consent of all members.

**ARTICLE VII**  
**Death, Retirement or Resignation of Member**

The withdrawal of a member by sale or transfer of his interest in the Company, death, retirement or resignation shall constitute a dissolution of the Company.

**ARTICLE VIII**  
**Management**

The Company will be managed by a board of managers, consisting of not less than one nor more than three managers, as may be agreed upon by the members and managers, as is established in the operating agreement and regulations unanimously adopted by the members. The names and addresses of the original manager or managers of the Company are as follows:

Wolfgang G. Koch  
4745 Estero Boulevard  
Unit 1603-A  
Fort Myers Beach, FL 33931

Veronika J. Koch  
4745 Estero Boulevard  
Unit 1603-A  
Fort Myers Beach, FL 33931

These managers will serve until the first annual meeting of members, or until their successors are elected and qualify.

The above-named managers are also members of this Company.

**ARTICLE IX**  
**Indemnification and Liability**

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act of omission in the manager's capacity as a manager, except that this Article IX does not eliminate or limit the liability of a manager to the extent that the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of the manager is expressly provided by an applicable statute. Any repeal or amendment of this Article IX by the members of the Company shall be prospective only and should not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a manager or of a director of a corporation.

**ARTICLE X**  
**Actions of Members**

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, of a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

**ARTICLE XI**  
**Preemptive Right**

No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

**ARTICLE XII**  
**Effective Date**

The effective date of the Company shall be February 1, 1995, the date of execution, or upon filing with the Department of State, if the date of execution is more than five (5) business days prior to filing with the Department of State.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the day first above written.

Member:

By: 

Thomas F. Kiesel, Attorney At  
Law, as authorized agent and  
representative for Wolfgang G.  
Koch

Member:

By: 

Thomas F. Kiesel, Attorney At  
Law, as authorized agent and  
representative for Veronika J.  
Koch

I hereby accept my position as registered agent.

Registered Agent:

By: 

Richard A. Sheedwith

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

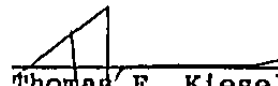
The undersigned member or authorized representative of a member of OCEAN HARBOR SEASIDE RESORTS, L.C., deposes and says:

(1) The above-named limited liability company has at least two members.

(2) The total amount of cash contributed by the members is Ten Thousand And No/100 Dollars (\$10,000.00).

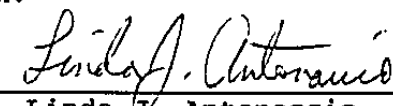
(3) If any, the agreed value of property other than cash contributed by members is \$-0-.

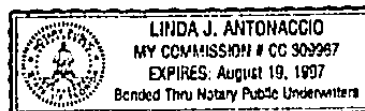
(4) The total amount of cash or property anticipated to be contributed by the members is Ten Thousand And No/100 Dollars (\$10,000.00).

  
Thomas F. Kiesel, Attorney At Law,  
authorized agent and representative  
for Wolfgang G. Koch and Veronika J.  
Koch

STATE OF FLORIDA  
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 1st day of February, 1995, by THOMAS F. KIESEL, as authorized agent and representative for Wolfgang G. Koch and Veronika J. Koch, who is (XX) personally known to me or who has ( ) produced \_\_\_\_\_ as identification and who (XX) did or ( ) did not take an oath.

Signature of Notary Public   
Type/Print Name of Notary Linda J. Antonaccio  
Commission Number CC 309967  
Commission Exp. Date August 19, 1997



FILED  
25 FEB -2 AM 10:58  
SECRETARY OF STATE  
FLORIDA

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

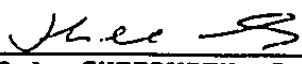
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

(1) The name of the limited liability company is: OCEAN HARBOR SEASIDE RESORTS, L.C.

(2) The name and address of the registered agent and office are:

Richard A. Sheedwith  
12650 New Brittany Blvd.  
Suite 101  
Fort Myers, FL 33919

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, 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.

  
\_\_\_\_\_  
RICHARD A. SHEEDWITH, Registered Agent

Date: 2-1-1990

L 95000000095

**KIESEL, HUGHES & JOHNSTON**

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

A. JOHN HUGHES, JR. (941) 337-4500  
RICHARD JOHNSTON, JR. (941) 337-3900  
THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000  
FORT MYERS, FLORIDA 33902  
FACSIMILE (941) 337-7968

March 11, 1996

Secretary of State  
Division of Corporations  
Amendments Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Ocean Harbor Seaside Resorts, L.C.

Gentlemen:

In regard to the above-referenced Limited Liability Company,  
you will please find enclosed the following:

- (1) original and one copy of Articles of Dissolution, and
- (2) my check in the amount of \$105.00, to cover the following items:

\$ 52.50	Filing Fee
<u>52.50</u>	Certified Copy
\$105.00	

600001745696  
-03/15/96--01144--001  
\*\*\*\*105.00 \*\*\*\*105.00

Please forward a certified copy of these Articles of  
Dissolution to the undersigned after filing. Thank you for your  
assistance.

Very truly yours,

  
Thomas F. Kiesel

TFK/la

Enclosures

cc: Wolfgang G. Koch

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 15 AM 10:55

*Uoldis*

FILED MAR 20 1996



ARTICLES OF DISSOLUTION  
OF  
OCEAN HARBOR SEASIDE RESORTS, L.C.  
(a Limited Liability Company)

FILED STATE  
SECRETARY OF CORPORA-  
TION  
MAR 15 AM 10:55

ARTICLE I

The name of the limited liability company is OCEAN HARBOR SEASIDE RESORTS, L.C.

ARTICLE II

The effective date of the limited liability company's dissolution shall be the date of execution hereof, to-wit:  
March 8, 1996.

ARTICLE III

The limited liability company has agreed to dissolve by unanimous written agreement of all members, as is confirmed by the joinder and execution of all members of the limited liability company to these Articles of Dissolution.

ARTICLE IV

All debts, obligations and liabilities of this limited liability company have been paid.

ARTICLE V

All remaining property and assets have been distributed among the members of the limited liability company.

ARTICLE VI

There are no lawsuits pending against the limited liability company.

DATED this 8th day of March, 1996.

Member:

Wolfgang G. Koch  
Wolfgang G. Koch

Member:

Veronika J. Koch  
Veronika J. Koch

STATE OF FLORIDA

COUNTY OF LEE

The forgoing Articles of Dissolution were acknowledged before me this 8th day of March, 1996, by WOLFGANG G. KOCH and VERONIKA J. KOCH as the sole members of OCEAN HARBOR SEASIDE RESORTS, L.C., a Florida limited liability company.

Signature Linda J. Antonaccio  
Print Linda J. Antonaccio  
Commission Number CC 309967  
Commission Exp. Date 8-17-97

