

# 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 us via ☐ Return via ☐

Mailor No.: ☐ Express Mail No. ☐

State Fee \$ ☐ Our \$ ☐

FILE: The Club at Seaside

PSay, L.C.

C.C. FEE. DISBURSED

☒ Capital Express™

☒ Art of Inc. File LC

☒ Corp. Record Update

☒ Ltd. Partnership File

☒ Foreign Corp. File

☒ ( ) Corp. Corp. (u)

☒ Art. of Amend. File

☒ Dissolution/Withdrawal

☒ C U S

☒ Fictitious Name File

☒ Name Reservation

☒ Annual Report/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

WALK-IN  
Will Pick Up 36 1230

ARTICLES OF ORGANIZATION  
OF  
THE CLUB AT SUMMER BAY, L.C.

FILED  
25 MAR -6 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I. NAME

The name of the limited liability company is THE CLUB AT SUMMER BAY, L.C.

ARTICLE II. DURATION.

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of twenty (20) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III. MAILING AND STREET ADDRESS

The Company's mailing and street address is 17805 U.S. Highway 192, Clermont, Florida 34711.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent of the Company is: Paul M. Caldwell, Attorney at Law, Suite 624, Biscayne Building, 19 West Flagler Street, Miami, Florida 33130

ARTICLE V. ADDITIONAL MEMBERS.

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI. TERMINATION OF MEMBERSHIP.

If a member of the Company dies, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members shall have no right to continue the business of the Company.

Articles of Organization  
The Club At Summer Bay, L.C.  
Page 2

#### ARTICLE VII. MANAGEMENT OF THE COMPANY.

The Company shall be managed by Peak Resort Management, Inc., a Florida Corporation, 17805 U.S. Highway 192, Clermont, Florida 34711.


#### ARTICLE VIII. REGULATIONS.

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

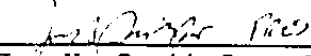
#### ARTICLE IX. DATE OF EXISTENCE OF THE COMPANY.

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

THE UNDERSIGNED ORGANIZERS EXECUTED these Articles of Organization effective as of February 21, 1995.

  
James W. Peak, member  
6530 Metro West Boulevard  
# 607  
Orlando, FL 32835

Bryanstone, Inc., member,  
a Missouri Corporation duly to  
authorized to do business in  
the State of Florida.

by   
Joe H. Scott Sr., President  
1065 Executive Parkway  
Suite 300  
St. Louis, MO 63141

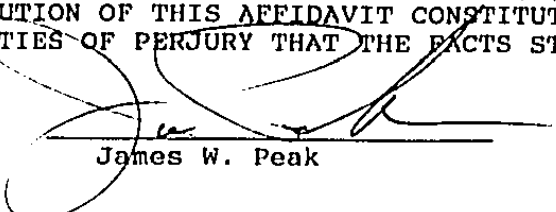
FILED  
FEB 25 PM 12:16  
SECRETARY OF STATE

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
LIMITED LIABILITY COMPANY**

The undersigned member of The Club at Summer Bay, L.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 two thousand (\$2,000) dollars.
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 members is two thousand (\$2,000) dollars. This total includes amounts from two and three above.

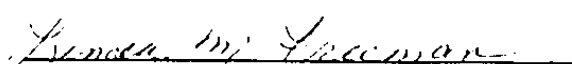
THIS AFFIDAVIT IS MADE IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES. THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

  
James W. Peak

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me by James W. peak, who identified this instrument as an affidavit, and who signed instrument willingly.

Sworn to and subscribed before me this day of February 21, 1995, by James W. Peak who is personally known to me.

  
Notary Public, State of Florida

Print Name: LINDA M. FREEMAN  
Commission NO.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)

LINDA M. FREEMAN  
NOTARY PUBLIC - STATE OF FLORIDA  
COMM. EXPIRES - JULY 13, 1995  
COMM # CC119797

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: The Club at Summer Bay, L.C.
2. The name of the registered agent is: Paul M. Caldwell, Attorney at Law.
3. The address of the registered agent/registered office is: Suite 624, Biscayne Building, 19 West Flagler Street, Miami, Florida 33130

**ACCEPTANCE**

HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED 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.

  
\_\_\_\_\_  
Paul M. Caldwell

Date: February 21, 1995

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-8070  
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302  
 TOLL FREE No. 1 800 342 8062  
 FAX (904) 221-1222

**L95000000174**

NAME \_\_\_\_\_

PHONE \_\_\_\_\_

ADDRESS \_\_\_\_\_

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

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

To us via \_\_\_\_\_ Return via \_\_\_\_\_

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

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

RE: The Club at Summer  
Bridge, L.C.

☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C.O.B.  
☐ Fictitious Name File  
☐ Name Reservation  
☐ Annual Report/Ministry  
☐ 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 ( ) per

000001568730  
 08/24/95--01070--009  
 \*\*\*\*\*52.50--\*\*\*\*\*52.50

000001568730  
 08/24/95--01070--010  
 \*\*\*\*\*52.50--\*\*\*\*\*52.50

95 AUG 22 AM 11:26  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

SUBTOTALS

FEE.....  
 DISBURSED.....  
 SURCHARGE.....  
 TAX on corporate supplies.....  
 SUBTOTAL.....  
 PREPAID.....  
 BALANCE DUE.....

922  
 JON  
 Amend  
 C.C.

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

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

BY AAK

WALK-IN  
 Will Pick Up 8-21 1102

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthant  
CIVIL Secretary of State

August 21, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: THE CLUB AT SUMMER BAY, L.C.  
Ref. Number: L9500000C174

We have received your document for THE CLUB AT SUMMER BAY, L.C. and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

The document must contain the addressess of the new members.

On your cover sheet you have requested a certified copy, if you wish to obtain a certified copy, you must include an additional \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 195A00039063

*corrected*

CERTIFICATE OF AMENDMENT  
to  
ARTICLES OF ORGANIZATION  
of  
THE CLUB AT SUMMER BAY, L.C.

FIRST: The date of filing of the articles of organization was March 6, 1995.

SECOND: The following amendment to the articles of organization were adopted by the limited liability company:

The members of the limited liability company are: Bryanstone, Inc., a Missouri corporation and Peak Family Partnership, Ltd., a Florida limited partnership.

Dated: August 18, 1995

Peak Family Partnership, Ltd.,  
a Florida limited partnership, Member

BY: Peak Resorts of Florida, Inc.  
a Florida corporation, general partner

By:

James W. Peak

Peak Family Partnership, Ltd.  
17527 Pinewood Crest  
Spring, Texas 77397

Bryanstone, Inc.  
1065 Executive Parkway  
St. Louis, Missouri 63141

FILED  
95 AUG 22 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA




# 2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstata: \$730.75

APPROVED  
AND  
FILED

05 JUN 1996 10:53  
STATE  
FLORIDA  
100001862091  
-06/14/96--01040--002  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra D. Mortham Secretary of State DIVISION OF CORPORATIONS
FILING FEE \$ 263.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE	

1. Name and Mailing Address of Limited Liability Company  
**DOCUMENT #L95000000174**  
 THE CLUB AT SUMMER BAY, L.C.  
 17805 US HWY 192  
 CLERMONT FL 34711

1a. Principal Place of Business Address  
 17805 US HWY 192  
 CLERMONT FL 34711

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

3. Date Organized or Qualified 03/06/1995	3a. State of Formation FL
4. FEI Number 59-331859/	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent  
 CALDWELL, PAUL M  
 19 W FLAGLER ST  
 SUITE 624 BISCAYNE BLDG  
 MIAMI FL 33130

8. Name and Address of New Registered Agent  
 Name: **CHANGE OF ADDRESS**  
**PAUL M. CALDWELL, ESQ**  
 Street Address (P.O. Box Number is Not Acceptable)  
**17805 U.S. Highway 192**  
 Suite, Apt. #, etc.  
 City: **CLERMONT** Zip Code: **FL 34711**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.  
 SIGNATURE: *Paul M. Caldwell* DATE: **6/3/96**

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR.	PEAK RESORT MANAGEMENT	17805 US HWY 192	CLERMONT FL
MEM	PEAK FAMILY PARTNERSHI	17527 PINWOOD CREST	SPRING TX
MEM	BRYANSTONE, INC.	1065 EXECUTIVE PARKWAY	ST. LOUIS MO

100001862091  
-06/14/96--01040--001  
\*\*\*\*263.75 \*\*\*\*263.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Joe H. Scott* Date: **6-12-96 (35) 242-2670**  
 (Typed or Printed Name of Signing Managing Member or Receiver/Trustee)  
**Joe H. Scott, Inc., Manager**