

# L95000000407

SCHROEDER AND LANCHE, P.A.

ATTORNEYS AT LAW

ONE BOCA PLACE, SUITE 119 • ATRIUM

2255 GLADES ROAD

BOCA RATON, FLORIDA 33431-7313

MICHAEL A. SCHROEDER

W. LAWRENCE LANCHE •

ALAN PELLINGRA

• FLORIDA BAR BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATE LAWYER

BOCA RATON (407) 241-0300  
BROWARD COUNTY (305) 421-0878  
TELECOPIER (407) 241-0798

May 22, 1995

BY FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

100001497121  
-05/23/95--01114--001  
\*\*\*\*300.00 \*\*\*\*300.00

100001497121  
-05/23/95--01114--002  
\*\*\*\*37.50 \*\*\*\*37.50

RE: Articles of Organization for the Limited Liability  
Company Sterling Vacation Realty, L.C.

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Organization of Sterling Vacation Realty, L.C., along with the Acceptance of Registered Agent. Also enclosed is an Affidavit which has been executed by Affiant as a member of the Company.

We also enclose herewith a check in the amount of \$337.50 to cover the filing fees as follows:

Filing Fee	\$ 250.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>

\$337.50

Please return a certified copy of the Articles of Organization to this office. Thank you.

Very truly yours,

*Alan Pellingra /ymb*  
ALAN PELLINGRA

AP/bmb  
Enclosures

cc: Mr. Quentin Jones  
(by Federal Express, with enclosures)

(LANDFORM\SECSTAT2.LTR)

5/26  
L95-233

ARTICLES OF ORGANIZATION  
FOR THE LIMITED LIABILITY COMPANY  
STERLING VACATION REALTY, L.C.

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended, (the "Act")", hereby forms a Florida limited liability company (the "Company") pursuant to the Act and hereby set forth the following Articles of Organization (the "Articles").

ARTICLE I

Name

The name of this Company shall be:

Sterling Vacation Realty, L.C.

ARTICLE II

Commencement and Duration

This Company shall commence at the date and time when these Articles are filed, in accordance with the provisions of Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

#### ARTICLE IV

##### Place of Business

The principal place of business of this Company shall be 2555 Temple Trail, Winter Park, Florida 32789, and such other place or places as may be designated by the members from time to time and the mailing address shall be 2555 Temple Trail, Winter Park, Florida 34747, or such other place as may be designated by the members from time to time.

#### ARTICLE V

##### Registered Agent and Office

The initial registered agent for this Company shall be Alan Pellingra, Esq. and the address of the Registered Agent for service of process shall be Schroeder and Larche, P.A., One Boca Place, Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7313.

#### ARTICLE VI

##### Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of Ninety-Nine Dollars (\$99.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

#### ARTICLE VII

##### Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

## ARTICLE VIII

### Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

## ARTICLE IX

### Management of Business

The management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

<u>Name</u>	<u>Address</u>
Roger Smee	Benhams Fawley Henley on Thames Oxfordshire, RG96JG England
Landlink One L.C.	2555 Temple Trail Winter Park, Florida 32789
Robert A. Koch, as Trustee	2555 Temple Trail Winter Park, Florida 32789

## ARTICLE X

### Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

## ARTICLE XI

### Property

(a) Ownership. All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable whatsoever. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member signing on its behalf is duly authorized to do so.

The following form of signature shall be used for obtaining or conveying title to any real or personal property:

Sterling Vacation Realty, L.C., a Florida  
Limited Company

By: \_\_\_\_\_  
as Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyances on documents for title to real or personal property.

#### ARTICLE XII

##### Amendments

These Article of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

#### ARTICLE XIII

##### Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company continuing such provision as they consider necessary, reasonable or desirable, except that no provision of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all members.

ARTICLE XIV

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of majority in interest of the members.

ARTICLE XV

Voting

All members of the Company shall be entitled to vote on matters relating to the Company and each member's vote shall be determined in proportion to the members' relative capital accounts; however, if the capital account of each member is negative or zero, each member shall have one vote.

ARTICLE XVI


Indemnification

Each member shall be indemnified by the Company in accordance with Section 608.4363 of the Act.

IN WITNESS WHEREOF, these Articles of Organization have been executed this 18th day of May, 1995.

LANDLINK ONE L.C., a Florida  
Limited Liability Company,  
a Member

By: \_\_\_\_\_

  
Quentin Jones, a Member

**CERTIFICATE OF DESIGNATION**  
**AND ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein, I hereby agree to act in this capacity, and I further acknowledge and agree that I am familiar with, and accept the obligations as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 12<sup>th</sup>, 1995

  
\_\_\_\_\_  
ALAN PELLINGRA

(CLIENTS\LANDFORM\STERLING.ART)

AFFIDAVIT

STATE OF FLORIDA     )  
                              ) ss.:  
COUNTY OF OSECOLA    )

BEFORE ME, the undersigned authority, personally appeared  
QUENTIN JONES, who being duly sworn, deposes and says:

1. Affiant is a member of Landlink One L.C., a Florida  
Limited Liability Company, which is a member of Sterling Vacation  
Realty, L.C., a Florida Limited Liability Company (the "Company").

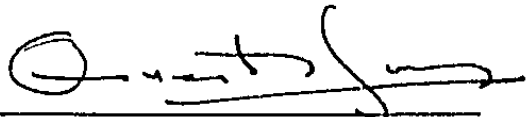
2. The Company has three (3) members, the names and  
addresses of which are set forth in the Articles of Organization.

3. The initial capital of the Company consists of the sum of  
cash of Ninety-Nine Dollars (\$99.00). There is no other property  
which has been contributed by the members.

4. It is not anticipated that the members will be required  
to contribute any additional capital to the Company at this time.

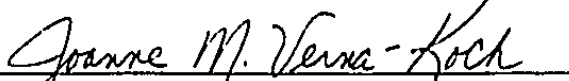
5. This Affidavit is given in accordance with  
Section 608.407(2) of the Florida Limited Liability Company Act.

FURTHER AFFIANT SAYETH NOT.



QUENTIN JONES

Sworn and Subscribed to before me on May 18, 1995.



JOANNE M. VERNA-KOCH  
Print, Type or Stamp Name of Notary  
Public-State of Florida

My Commission Expires: 2/23/96  
My Commission Number: CC 182145  
My Notary Seal:



OFFICIAL SEAL  
Joanne M. Verna-Koch  
My Commission Expires  
Feb. 23, 1996  
Comm No. CC 182145

Personally known ✓ or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_




FILE NOW: Fee after May 1, will be \$263.75

APPROVED  
AND  
FILED

96 JUL -5 AM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company  STERLING VACATION REALTY, L.C. 2555 TEMPLE TRAIL WINTER PARK FL 32789		DOCUMENT #L95000000407	
2. Principal Place of Business a. Suite, Apt. #, etc. b. City & State c. Zip d. Country		1a. Principal Place of Business Address  2555 TEMPLE TRAIL WINTER PARK FL 32789  3. Date Organized or Qualified 05/23/1995 3a. State of Formation FL 4. FEI Number 54-3332519 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 7a. Additional Fee Requested <input type="checkbox"/>	
7. Name and Address of Current Registered Agent  PELLINGRA, ALAN SCHROEDER AND LANCHE, P.A. 2255 GLADES RD., STE. 319-A BOCA RATON FL 33431		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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 _____ DATE _____ (Registered Agent Accepting Appointment) (Registered Agent signature required when reappointing)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	SMEE, ROGER	BENHAMS FAWLEY, HENLEY ON	OXFORDSHIRE, RG96JG E
MGRM	LANDLINK ONE L.C.,	2555 TEMPLE TRAIL	WINTER PARK FL
MGRM	ROBERT A. KOCH, AS TRU	2555 TEMPLE TRAIL	WINTER PARK FL
9000001891125 -07/11/96--01061--002 ****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: <u>Quentin Jones</u> Director 07/01/96 403-629 74348 SIGNATURE AND TYPE (OR PRINTED NAME) OF SIGNING MANAGER, MEMBER OR MANAGER QUENTIN JONES			