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OFFICE USE ONLY (Document #)

CORPORATE ACCESS, INC
(Requestor's Name) 116-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(Address) (904) 222-2566
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CW-LD Group, L.C. (Corporation Name) 800001574388 (Document #)
-08/31/95--01022--003
****215.00 ****215.00
2. _____ (Corporation Name) _____ (Document #)
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3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☒ Walk in ☒ Pick up time 8:28 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

95 AUG 28 10:59
DIVISION OF CORPORATION

UNKNOWN AUG 28 1995

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
CW-LD GROUP, L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles of Organization (the "Articles") shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be CW-LD Group, L.C., and its principal place of business shall be in the County of Hillsborough, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein or otherwise granted or permitted by law, while acting as corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connection with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

The capital contributions of the members consists of \$200,000 in cash. Additional contributions will be made as required for the reasonable business needs of the limited liability company as determined by a majority in interest of the members (as defined in the regulations of the limited liability company). Members will make contributions in the percentages set forth in Article IV below.

ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the

expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

CWI, Inc.	50 %
Lazy Days R.V. Center, inc.	50 %

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being January 1, 1996.

(b) Sharing of Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentages set forth above.

ARTICLE V LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 10333 Woodberry Rd., Hillsborough County, Florida 33619.

ARTICLE VIII MANAGEMENT

This limited liability company shall be managed by four (4) managers. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until their successors are elected and qualify are as follows:

Don Wallace	% Lazy Days R.V. Center, Inc. 11028 N. Florida Ave. Tampa, FL 33612
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Thomas A. Donnelly	% Camping World, Inc. 650 Three Springs Road P. O. Box 90018 Bowling Green, KY 42104
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Chuck Thibault	% Lazy Days R.V. Center, Inc. 11028 N. Florida Ave. Tampa, FL 33612
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William L. Johnson	% Camping World, Inc. 650 Three Springs Road P. O. Box 90018 Bowling Green, KY 42104
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ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is Malfitano & Campbell, 101 E. Kennedy Blvd. Suite 1080, Tampa, Hillsborough County, Florida 33602, and the name of its initial registered agent at such address is John Campbell.

ARTICLE X RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as set forth in the regulations of the limited liability company.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of CW-LD Group, L.C.

Executed by the undersigned on Feb. 16, 1995.

CWI, INC., a Kentucky corporation

By: William Johnson
Title: EXEC VP

LAZY DAYS R.V. CENTER, INC., a Florida corporation

By: Clay Flinn
Title: VP

COMMONWEALTH OF KENTUCKY
COUNTY OF WARREN

The foregoing instrument was acknowledged before me this 16 day of Feb., 1995 by William L. Johnson the Exec. V.P. of CWI, INC., a Kentucky corporation, on behalf of the corporation.

My Commission Expires: 11/17/96

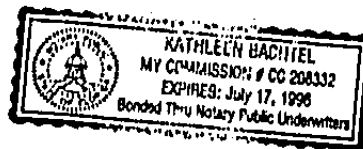
C. J. Smith
Notary Public

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20 day of Feb, 1995 by Chuck Thibault, as VP of LAZY DAYS R.V. CENTER, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Kathleen Bachtel
Notary Public
Print Name Kathleen Bachtel

My Commission Expires: 7-17-95



#324-189

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned members of CW-LD Group, L.C. depose and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is : \$200,000.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 0. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is \$200,000.00. This total includes amounts from 2 and 3 above.

CWI, INC., a Kentucky corporation

By: William Johnson
Title: EXEC VP

LAZY DAYS R.V. CENTER, INC., a Florida corporation

By: C. J. Plummer
Title: VP

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.

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

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

1. The name of the limited liability company is: CW-LD Group, L.C.
2. The name and address of the registered agent and office is:

John Campbell
Malfitano & Campbell
101 E. Kennedy Blvd.
Suite 1080
Tampa, FL 33602

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.

Date: 3/3/95

