

L96000000209

South Seas Properties Company

February 16, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800001719109
-02/20/96--01070--008
****250.00 ****250.00

800001719109
-02/20/96--01070--009
****35.00 ****35.00

Re: Articles of Organization, Affidavit of Membership and Contributions,
Certificate of Designation of Registered Agent/Registered Office and
Filing Fees for T&T Resorts, L.C.

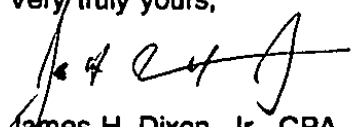
Dear Sir or Madam:

Enclosed please find the following:

1. Two (2) copies of Articles of Organization for Florida Limited Liability Company, accompanying Affidavit of Membership and Contributions and accompanying Certificate of Designation of Registered Agent/Registered Office (collectively the "Articles") to be filed on behalf of T&T Resorts, L.C.
2. Check No. 100003745 to Florida Department of State in the amount of \$250.00 for filing fee for Articles and Affidavit;
3. Check No. 100003746 to Florida Department of State in the amount of \$35.00 for filing fee for Certificate; and
4. Return envelope addressed to Baker & Hostettler in Cleveland.

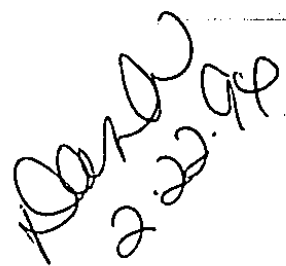
Upon filing, please return one (1) date stamped copy of the Articles to Baker & Hostettler in the enclosed envelope.

Very truly yours,


James H. Dixon, Jr., CPA
Vice President, Mariner Group
Advisor to South Seas Resorts Company

12800 University Drive • Suite 350 • Fort Myers, Florida 33907 • Telephone (813) 481-5600 • Fax (813) 481-6667

FILED
96 FEB 21 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


2.22.96

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

FILED
96 FEB 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

T&T Resorts, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**12800 University Drive, Suite 350
Fort Myers, Florida 33907**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be until:

December 31, 2025

ARTICLE IV - Management:

(check and complete the appropriate statement)

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

**Robert M. Taylor
12800 University Drive, Suite 350
Fort Myers, Florida 33907**

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

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

FILED
96 FEB 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: T&T Resorts, L.C.
2. The name and address of the registered agent and office is:

Richard E. Krichbaum

(Name)

12800 University Drive, Suite 350

(P.O. Box not acceptable)

Fort Myers, Florida 33907

(City/State/Zip)

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 E. Krich

(Signature)

2/16/96

(Date)

FILING FEE: \$35 For Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of T&T 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 member(s) is \$0.
3. the agreed value of property other than cash contributed by member(s) is \$200,000. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$200,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(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.)

FILING FEE: \$250 for Articles of Organization and Affidavit

ATTACHMENT TO AFFIDAVIT

Each of the two members have contributed to the company a demand promissory note in the amount of \$100,000, for a total contribution of \$200,000.

FILED
96 FEB 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L9600000209

3200 NATIONAL CITY CENTER • 1900 EAST 9TH STREET • CLEVELAND, OHIO 44114-3485 • (216) 821-0200 • FAX (216) 800-0740
WRITER'S DIRECT DIAL NUMBER (216) 861-7337

March 21, 1996

400001759164
-03/27/96--01028--010
*****52.50 *****52.50

VIA FEDERAL EXPRESS

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Karen Gibson

Re: T&T Resorts, L.C.

Dear Ms. Gibson:

Enclosed please find the following:

1. One (1) original and one (1) photocopy of the executed Certificate of Amendment to Articles of Organization of T&T Resorts, L.C. ("Certificate of Amendment");
2. Check number 100004424 in the amount of \$52.50 for filing fee for Certificate of Amendment to Articles of Organization of T&T Resorts, L.C.;
3. One (1) original and one (1) photocopy of the executed Supplemental Affidavit of Capital Contributions for a Limited Liability Company for T&T Resorts, L.C. ("Supplemental Affidavit"); and
4. Check number 100004437 in the amount of \$250.00 for filing fee for Supplemental Affidavit of Capital Contributions for a Limited Liability Company for T&T Resorts, L.C.

As we discussed on the telephone, please accept the original Certificate of Amendment and the original Supplemental Affidavit for T&T Resorts, L.C. for filing with the Secretary of State of Florida. In addition, please return date stamped photocopies of the Certificate of Amendment and the Supplemental Affidavit to my attention after they are filed.

AKENDC
2/22

Page 2

March 21, 1996

If you have any questions or comments concerning the foregoing or the enclosed, please do not hesitate to contact me.

Very truly yours,



Edward M. DeAngelo

Enclosures

cc: Ronald A. Stepanovic, Esq. (w/o encl.)
Gerardo C. Orlando, Esq. (w/o encl.)

EMD3731:35487:95001:EMD-28.ltr
dmt 3/21/96

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
T&T RESORTS, L.C.
(Present Name)
(A Florida Limited Liability Company)**

FILED
MAR 22 PM 12:58
96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was February 21, 1996

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE V-Admission of Additional Members:

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

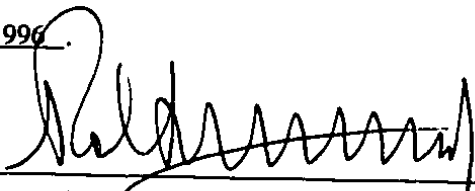
as set forth in Section 4.2 of the Regulations

ARTICLE VI-Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

as set forth in Section 9.1(d) of the Regulations

Dated March 11, 1996.



Signature of a member or authorized representative of a member

Robert M. Taylor, Chairman

Typed or printed name of person signing

L9600000209

Requester's Name

BAKER
A
HOSTETLER
COUNSELLORS AT LAW

3200 NATIONAL CITY CENTER, 1900 EAST 9TH STREET CLEVELAND, OHIO 44114

200001759192
-03/27/96--01028--035
****250.00 ****250.00

Office Use Only

BER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILE NOTE \$250.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

FILED
96 MAR 22 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUPP. BY CHG
KRB 3/22
CONFIDENTIAL

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL
CONTRIBUTIONS FOR A LIMITED LIABILITY COMPANY**

FILED
MAR 22 PM 1:06
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned member or authorized representative of a member of

T&T RESORTS, L.C.

a limited liability company, executes this supplemental affidavit filed pursuant to section 608.412, Florida Statutes.

The total amount of the capital contributions of the members is \$767,032.
If contributions include other than cash, a description and agreed value of property must be attached.

Dated March 11, 1996.



Signature of a member or authorized representative of a member

Robert M. Taylor, Chairman

Typed or printed name of person signing

(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)

ATTACHMENT TO SUPPLEMENTAL AFFIDAVIT

The members of T&T Resorts, L.C. have respectively contributed the following property with the following values:

Robert M. Taylor

\$102,000 - Demand Promissory
Note

*\$263,688 - 21,974 Units, South
Seas Properties Company Limited
Partnership, an Ohio limited
partnership

\$25,500 - Cash

Allen G. Ten Brock

\$98,000 - Demand Promissory
Note

*\$253,344 - 21,112 Units, South
Seas Properties Company Limited
Partnership, an Ohio limited
partnership

\$24,500 - Cash

Total Contribution

\$767,032

* The fair market value of this property is not readily ascertainable; therefore, these figures are only approximations and are not intended for any purpose other than for this filing.

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0391

800-342-8086



L96000000209

ACCOUNT NO. : 072100000032

REFERENCE : 091221 81108A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 19, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 091221

CUSTOMER NO: 81108A

CUSTOMER: Ms. Judy R. Emens
Mariner Group, Inc.
Suite 350
12800 University Drive
Ft. Myers, FL 33907

300001961633
-10/01/96--01161--018
****210.00 ****105.00

FILED
96 SEP 19 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

NAME: T & T RESORTS, L.C.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED
96 SEP 19 AM 10:46
DIVISION OF CORPORATION

7/20
JRM
Amended & Restated
C-C



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 19, 1986

CSC NETWORKS
ANDREA
TALLAHASSEE, FL

SUBJECT: T & T RESORTS, L.C.
Ref. Number: L96000000209

We have received your document for T & T RESORTS, L.C. and check(s) totaling \$210.00. However, your check(s) and document are being returned for the following:

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

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

Joy Moon-French
Corporate Specialist

Letter Number: 786A00043394

RESUBMIT

Please give original
submission date as file date.

DIVISION OF CORPORATION

95 SEP 20 AM 10:41

RECEIVED

**SECOND AMENDMENT AND FIRST RESTATEMENT OF ARTICLES OF
ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
T&T RESORTS, L.C.**

- FIRST:** The date of filing of the articles of organization was February 21, 1996.
- SECOND:** The date of filing of the certificate of amendment to articles of organization and supplemental affidavit of capital contributions of limited liability company, was March 22, 1996.
- THIRD:** The following constitutes a second amendment and first restatement of the articles of organization of T&T Resorts, L.C.
- FOURTH:** These Amended and Restated Articles of T&T Resorts, L.C., were duly executed and filed in accordance with Section 608.411 of the Florida Statutes.

ARTICLE I - Name:

The name of the limited liability company is:

T&T RESORTS, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is:

12800 University Drive, Suite 350
Fort Myers, Florida 33907

ARTICLE III - Duration:

The period of duration for the limited liability company shall be until:

December 31, 2025

ARTICLE III- Registered Agent:

The registered agent for service of process on the limited liability company in the State of Florida shall be Richard E. Krichbaum, an individual, whose address is 12800 University Drive, Suite 350, Fort Myers, Florida 33907.

ARTICLE IV - Management:

(check and complete the appropriate statement)

☒ The limited liability company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Robert M. Taylor
12800 University Drive
Fort Myers, Florida 33907

☐ The limited liability company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Article V- Admission of Additional Members

The right of the remaining members to admit additional members and the terms and conditions of admission shall be:

Additional persons may be admitted to the company as members and membership interests may be created and issued to those persons and to existing members on such terms and conditions as all the members may determine at the time of admission. The terms of admission or issuance must specify the capital contribution and membership interest applicable thereto and may provide for the creation of different classes or groups of members and having different rights, powers and duties. The manager shall reflect the creation of any new class or group in an amendment to the regulations indicating the different rights, powers and duties. Any such admission shall be effective only after the new member has executed and delivered to the manager a document including the new member's notice address and its agreement to be bound by the regulations. No member or holder of any membership interest of any class shall be entitled as such, as a matter of right, to subscribe for or purchase interests of any class, now or hereafter authorized, or to subscribe for or purchase securities convertible into or exchangeable for interests in the company or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase interests, except such rights of subscription or purchase, if any, for such considerations and upon such terms and conditions as the manager of the company from time to time may determine.

Article VI-Members Right to Continue Business

The company shall dissolve upon the death, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the limited liability company is continued by the consent of all the remaining members, provided, however, if upon the occurrence of such event

only one Member of the Company shall remain, such Member shall admit an Additional Member within five (5) business days, and such Additional Member shall be deemed to have been admitted as an Additional Member upon the occurrence of such event

Article X- Authority to Amend

(a) The Regulations of the Limited Liability Company may be amended by the Manager without the approval of the Members if such amendment is solely for the purpose of clarification and does not change the substance hereof and the Limited Liability Company has obtained an opinion of counsel to that effect.

(b) The Regulations may be amended by the Manager without the approval of the Members if such amendment is solely for the purpose of admitting Additional Members or Substitute Members in accordance with the terms of Section 4.2.

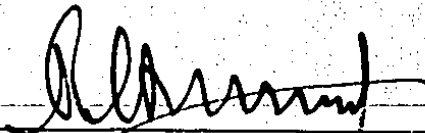
(c) The Regulations may further be amended by the Manager without approval of the Members if such amendment is, in the opinion of counsel for the Company, necessary or appropriate to satisfy requirements of the Code or of any federal or state securities laws or regulations. Any amendment made pursuant to this Subsection 10.1(c) may be made effective as of the date of these Regulations.

(d) Notwithstanding any contrary provision of the Regulations, any amendment to the Regulations or other act which would (i) adversely affect the federal income tax treatment to be afforded the Members, (ii) adversely affect the liabilities of the Members, (iii) change the method of allocation of profit and loss as provided in Article VI of the Regulations or the distribution provisions of Articles VI and IX of the Regulations, or (iv) seek to impose personal liability on the Members, shall require the approval of all Members.

(e) Except as otherwise specifically provided in this Section 10.1, amendments to these Regulations shall require the approval of all Members.

A copy of any amendment to be approved by the Members pursuant to Subsections (d) or (e) shall be mailed no more than thirty (30) and no fewer than five (5) days in advance to the Members. The Members shall be notified as to the substance of any amendment pursuant to Subsections (a), (b) or (c), and upon request shall be furnished a copy thereof.

Dated: September 13, 1996



Signature of a member or authorized representative of a member.

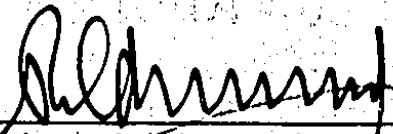
Robert M. Taylor, Member & Chairman

Typed or printed name of person signing.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of T&T 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 member(s) is \$767,032.
3. the agreed value of property other than cash contributed by member(s) is \$0. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$767,032. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(In accordance with section 608.400(1), Florida Statutes, the execution of this affidavit, constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

(Robert M. Taylor, Member & Chairman)

ATTACHMENT TO AFFADAVIT OF MEMBERSHIP CONTRIBUTIONS

The members of T&T Resorts, L.C. have respectively contributed the following property with the following values:

Robert M. Taylor

\$102,000- Demand Promissory Note

*\$263,688 -21,974 Units, South Seas Properties Company Limited Partnership, an Ohio limited partnership

Allen G. Ten Broek

\$98,000 Demand Promissory Note

*\$253,344-21,112 Units, South Seas Properties Company Limited Partnership, an Ohio limited partnership

\$24,500- Cash

Total Contribution

\$767,032

* The fair market value of this property is not readily ascertainable; therefore, these figures are only approximations and are not intended for any purpose other than for this filing.