

1201 HAYS STREET
TAMPA, FL 33607
800-541-4066
L96000000920



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 063414 81108A

AUTHORIZATION :

COST LIMIT : \$ PPD

000001940110
-09/05/96--01079--022
****302.50 ****302.50

ORDER DATE : August 23, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 063414

CUSTOMER NO: 81108A

CUSTOMER: Ms. Judy R. Emens
MARINER GROUP, INC.

000001940110
-09/05/96--01079--023
*****35.00 *****35.00

Suite 350
12800 University Drive
Ft. Myers, FL 33907

DOMESTIC FILING

NAME: SAN-CAP RESORT L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

6008-6015-6011
W910-17807

285.00 F.F.
52.50 C.C.
337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 AM 9:38

RECEIVED
96 AUG 23 AM 10:54
DIVISION OF
INCORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 AM 9:30

August 23, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SAN-CAP RESORT, L.C.
Ref. Number: W96000017807

RESUBMIT

Please give original
submission date as file date.

We have received your document for SAN-CAP RESORT, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 896A00040188

RECEIVED
96 AUG 29 PM 4:17
DIVISION OF CORPORATIONS

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

FILED
SECRETARY OF STATE
CORPORATIONS
SECTION
JUN 23 11 51 AM '98

ARTICLE I - Name:

The name of the Limited Liability Company is:

SAN-CAP Resort, 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:

ARTICLE V-Admission of Additional Members:

Additional Persons may be admitted to the Limited Liability Company as Members and Membership Interests may be created and issued to those Persons and to existing Members on such terms and conditions as the Members may by unanimous consent 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 of the Limited Liability Company 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 of the Limited Liability Company. 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 Limited Liability 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 Members of the Limited Liability Company from time to time may unanimously determine.

ARTICLE VI-Members Right to Continue Business

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 in the Limited Liability Company, the Limited Liability Company shall be dissolved, 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 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 of the Regulations.

(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 Limited Liability 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 above, amendments to the 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: August 21, 1996



Signature of a member or authorized representative of a member.

ROBERT M. TAYLOR, SECRETARY

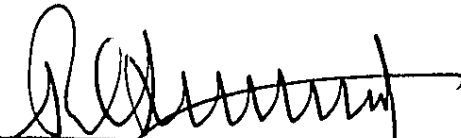
Typed or printed name of person signing.

RAS1372:35487:95001:RAS-01a.ART

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SAN-CAP Resort, 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 \$300,000. 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 \$300,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
ROBERT M. TAYLOR
(In accordance with section 608.428(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 23 AM 9:38

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, 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 *SAN-CAP RESORT, L.C.*

2. The name and address of the registered agent and office is: Richard E. Krichbaum, 12800 University Drive, Suite 350, Fort Myers, Florida, 33907.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: August 21, 1996.

By: Richard E. Krichbaum
Richard E. Krichbaum