

L97000000889
ALLEY, MAASS, ROGERS & LINDSAY, P.A.

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August 1, 1997

RAYMOND C. ALLEY (1893-1976)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
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NEAL W. KNIGHT, JR.
DAVID H. BAKER
WILLIAM W. ATTERBURY III
LOUIS L. HAMBY III
ROBB R. MAASS
M. TIMOTHY HANLON
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SUITE 404

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Via Federal Express

Secretary of State

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

700002258127--9

-08/05/97-01063-006

***285.00 ***285.00

Re: Tradition Golf Club, L.C.

Gentlemen:

Enclosed please find the following original documents:

1. Articles of Dissolution for Tradition Golf Club, Inc.
2. Affidavit from the Sole Incorporator of Tradition Golf Club, Inc., confirming that the dissolution will not be revoked and permitting the use of the name by the limited liability company referred to in item 3., below.
3. Original and one copy of the Articles of Organization for Tradition Golf Club, L.C. Please return to me a stamped copy of the filed Articles in the enclosed Federal Express envelope.
4. Our checks for \$35.00 and \$285.00 to cover the filing fees for the various documents.

As you can see, the principals in Tradition Golf Club, Inc., have determined that they need to form a limited liability company, not a corporation. We were advised by telephone that there would be no problem forming the limited liability company using the Tradition Golf Club name. If there are any questions or problems, however, please call me immediately as it is important that the limited liability company be formed as soon as possible.

Sincerely,

ALLEY, MAASS, ROGERS,
& LINDSAY, P.A.

BY: *(Signature)*

LOUIS L. HAMBY III

Rmc 8/13/97
LLH III/cr
Enc.

FILED
AUG -5 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared DAVID H. BAKER, who first being first duly sworn, deposes and states as follows:

1. I am the sole incorporator of Tradition Golf Club, Inc. ("the Corporation").
2. It has been decided that the Corporation should be dissolved and that a limited liability company with the name Tradition Golf Club, L.C., should instead be formed.
3. Accordingly, I have signed and am filing Articles of Dissolution for the Corporation and immediately thereafter Articles of Organization for Tradition Golf Club, L.C., will be filed.
4. The Corporation will not revoke its dissolution at any time prior to the expiration of 120 days following the effective date of the Articles of Dissolution.
5. The Corporation consents to the use of the name Tradition Golf Club, L.C., by the limited liability corporation and requests that the Articles of Organization be accepted and filed by the Florida Department of State inasmuch as the Corporation has relinquished said name and will not hereafter be using it.

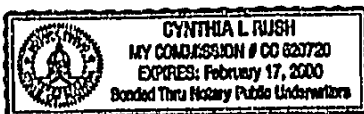
FURTHER AFFIANT SAYETH NOT.




DAVID H. BAKER, Sole Incorporator
of TRADITION GOLF CLUB, INC.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

SWORN TO and SUBSCRIBED BEFORE ME by DAVID H. BAKER, as the Sole Incorporator of Tradition Golf Club, Inc., this 15th day of August, 1997, on behalf of the Corporation.




Notary Public, State of Florida
CYNTHIA L. RUSH
Printed Name

Personally Known ☒ or Produced Identification

**ARTICLES OF ORGANIZATION FOR
TRADITION GOLF CLUB, L.C.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a member of the limited liability company referred to herein, executes and files these Articles of Organization and states as follows:

ARTICLE I - NAME

1. The name of the limited liability company is TRADITION GOLF CLUB, L.C.

ARTICLE II - DURATION

2. The period of duration for TRADITION GOLF CLUB, L.C., shall be fifty (50) years unless sooner terminated by law or pursuant to the regulations adopted by the members.

ARTICLE III - ADDRESS

3. The mailing address and street address of the principal office of TRADITION GOLF CLUB, L.C. is 900 Royal Palm Beach Boulevard, Royal Palm Beach, FL 33411.

ARTICLE IV - REGISTERED AGENT/ADDRESS

4. The name and street address of the initial registered agent for TRADITION GOLF CLUB, L.C. in Florida are Louis L. Hamby III, Esq., Alley, Maass, Rogers & Lindsay, P.A., 321 Royal Poinciana Plaza, Palm Beach, FL 33480.

ARTICLE V - ADDITIONAL MEMBERS

5. Additional members may be admitted to TRADITION GOLF CLUB, L.C. provided that written consent is obtained from members holding at least 75% of the interest in TRADITION GOLF CLUB, L.C. pursuant to the regulations, adopted by the members.

ARTICLE VI - CONTINUATION OF BUSINESS

6. In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in TRADITION GOLF CLUB, L.C., the remaining members of TRADITION GOLF CLUB, L.C. may continue the business of the limited liability company in accordance with the provisions set forth in the regulations adopted by the members.

ARTICLE VII - MANAGEMENT

7. TRADITION GOLF CLUB, L.C. shall be managed by the following manager, with the following address:

Daniel Carr
900 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

and he shall serve as manager until the first annual meeting of the members or a successor is elected.

Dated this 4th day of August, 1997.

WESTWIND GOLF, INC. , a member

BY: 

Daniel Carr, President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

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The undersigned member of TRADITION GOLF CLUB, L.C., deposes and says
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

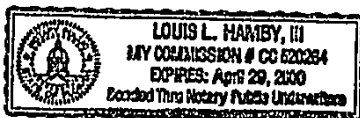
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$2,000,000.00.
3. The agreed value of property other than cash contributed by members is zero as there is no such property.
4. The amount of cash or property anticipated to be contributed by members is \$2,000,000.00. This total includes amounts from 2. and 3. above.

WESTWIND GOLF, INC.

By: [Signature]
DANIEL CARR, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to, Subscribed and Acknowledged before me this 4th day of August, 1997, by Daniel Carr, as President of Westwind Golf, Inc., a Florida corporation, on behalf of the corporation.



Louis L. Hamby
Notary Public, State of Florida
LOUIS L. HAMBY III
Print Name of Notary Public
Commission #: CC 520264

Personally Known X or Produced Identification _____
Type of Identification Produced _____

CERTIFICATE
OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 TRADITION GOLF CLUB, L.C.
2. The name and address of the registered agent and office is:

Louis L. Hamby III, Esq.
Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza
Palm Beach, FL 33480

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.

Louis L. Hamby III
LOUIS L. HAMBY III

Date: 8-4-97