

L97000001407

LAW OFFICES OF

WM. NEWT HUDSON

WM. NEWT HUDSON
CHARLES M. PHILLIPS

23 WEST TARPON AVENUE
TARPON SPRINGS, FLORIDA 34689

TARPON SPRINGS (813) 938-2004
FAX (813) 934-9960

December 11, 1997

Via UPS Overnight Delivery

Secretary of State
409 E. Gaines St.
Tallahassee, FL 32399
Attn: Partnerships

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-12/12/97--01052--003
****293.75 ****293.75

RE: MSM Golf, L.L.C.

Gentlemen:

Please find enclosed an original and one copy of Articles of Organization, and attachments, for the above-named limited liability company. In addition, please find enclosed our trust account check in the total amount of \$293.75 representing the requested \$285.00 filing fee as well as \$8.75 for a certificate of filing.

Please file the original of the enclosed Articles of Organization and return the certificate of filing to the undersigned.

Your prompt attention to this matter will be greatly appreciated. Please feel free to give me a call should you have any questions.

Yours truly,



WM. NEWT HUDSON

WNH/dm
Enc.

Name	12/16/97
Availability	dcc
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
MSM GOLF, L.L.C., a Florida Limited Liability Company

The undersigned, Michael S. Muraco, in his authorized capacity as set forth herein, does hereby execute for filing with the State of Florida, Department of State, these Articles of Organization of MSM Golf, L.L.C., a Florida Limited Liability Company, and states as follows:

1. The name of the Limited Liability Company is: MSM Golf, L.L.C.
2. The period of duration for MSM Golf, L.L.C. shall be perpetual.
3. The mailing address of MSM Golf, L.L.C. is as follows:
3001 James St., 2nd Floor
Syracuse, NY 13206-2224
4. The street address of the principal office of MSM Golf, L.L.C. is as follows:
4050 North Ocean Dr.
OCHSE 201 Singer Island
West Palm Beach, FL 33404
5. The name and street address of the initial registered agent for MSM Golf, L.L.C. are as follows:
Wm. Newt Hudson, Esq.
23 West Tarpon Ave.
Tarpon Springs, FL 34689
6. The members of MSM Golf, L.L.C. have the right to admit additional members, but only upon the unanimous consent of all existing members as to the terms and conditions of such admission of any additional members to MSM Golf, L.L.C.
7. That in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of MSM Golf, L.L.C. or the occurrence of any other event which terminates the continued membership of a member in MSM Golf, L.L.C., the remaining members of MSM Golf, L.L.C. shall have the right to continue the business of MSM Golf, L.L.C.

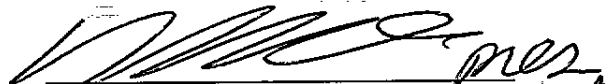
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07 DEC 12 PM 2:55
SECRETARY OF STATE
PALM BEACH, FLORIDA

8. That MSM Golf, L.L.C. is to be managed by a managing member, and the name and address of the managing member, which is to serve as the manager of MSM Golf, L.L.C. until the first annual meeting of members or until its successor is elected and qualified, is as follows:

MSM Development Co. of Central New York, Inc.
3001 James Street, 2nd Floor
Syracuse, NY 13206

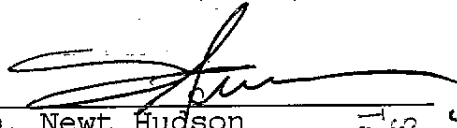
9. That attached hereto as exhibit "A" is an affidavit declaring that MSM Golf, L.L.C. has at least two members, those members being MSM Development Co. of Central New York, Inc. and Little Rock Holding Co., Inc., and setting forth the amount of cash contributed by the members and the amount anticipated to be contributed by the members.

I, MICHAEL S. MURACO, do hereby swear and affirm that the foregoing information is true and correct based upon my own personal knowledge.



Michael S. Muraco, authorized representative of MSM Development Co. of Central New York, Inc., a member of MSM Golf, L.L.C., a Florida Limited Liability Company

I, WM. NEWT HUDSON, do hereby acknowledge acceptance of the appointment as registered agent of MSM Golf, L.L.C. and I do hereby state that I am familiar with, and accept, the obligations of that position.



Wm. Newt Hudson
23 West Tarpon Ave.
Tarpon Springs, FL 34689

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this day of December, 1997, by Michael S. Muraco, who ☒ is personally known to me; or who ☐ has produced _____ as identification.



Notary/Donna J. Mercer

Commission No.: CC633714

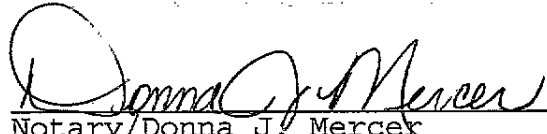
Commission Expires 9/01

Notary Public - State of Florida
My Commission Expires May 19, 2001
Commission # CC633714

FILED
97 DEC 12 PM 4:15
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th
day of December, 1997, by Wm. Newt Hudson, who ☒ is personally
known to me; or who ☐ has produced _____
as identification.


Notary/Donna J. Mercer
Commission No.: CC633714
Commission Expires: 5/19/01

DONNA J. MERCER
Notary Public - State of Florida
My Commission Expires May 19, 2001
Commission # CC633714

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR
MSM GOLF, L.L.C., a Florida Limited Liability Company

STATE OF FLORIDA
COUNTY OF PINELLAS

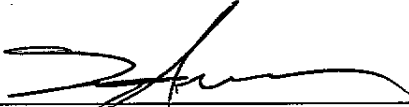
BEFORE ME personally appeared WM. NEWT HUDSON, Esq., who was first duly sworn and said:

1. That he is Wm. Newt Hudson and the matters contained herein are based upon his own personal knowledge.

2. That he has reviewed the Articles of Organization of MSM Golf, L.L.C., a Florida Limited Liability Company, wherein he is named as the registered agent for the limited liability company and that he does hereby accept the appointment as registered agent for the limited liability company and he does hereby agree to perform all obligations of that position as required by Chapter 608 of the Florida Statutes.

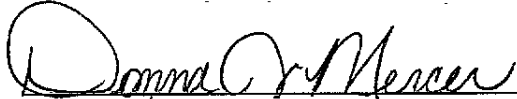
3. That he does hereby certify that his address for service of process on MSM Golf, L.L.C., a Florida Limited Liability Company, and for all other purposes under Chapter 608 of the Florida Statutes is as follows: 23 West Tarpon Ave., Tarpon Springs, Florida 34689.

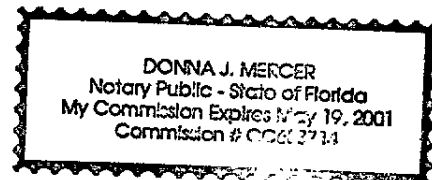
FURTHER AFFIANT SAYETH NAUGHT.


Wm. Newt Hudson

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of December, 1997, by Wm. Newt Hudson, who ☒ is personally known to me; or who ☐ has produced _____ as identification.


Notary/Donna J. Mercer
Commission No.: CC633714
Commission Expires: 5/19/01



AFFIDAVIT OF MICHAEL S. MURACO, AS AUTHORIZED REPRESENTATIVE
OF
MSM DEVELOPMENT CO. OF CENTRAL NEW YORK, INC., a member of
MSM GOLF, L.L.C., a Florida Limited Liability Company

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared MICHAEL S. MURACO who was first
duly sworn and said:

1. That he is Michael S. Muraco, an authorized
representative of MSM Development Co. of Central New York, Inc., a
member of MSM Golf, L.L.C., a Florida Limited Liability Company.

2. That the amount of the cash contributed by the members of
MSM Golf, L.L.C. are as follows:

MSM Development Co. of Central New York, Inc. \$9,000.00
3001 James Street, 2nd Floor
Syracuse, NY 13206


Little Rock Holding Co., Inc. \$1,000.00
3001 James Street, 2nd Floor
Syracuse, NY 13206

3. That the amount anticipated to be contributed by the
members is as follows:

\$ -0-

4. That this affidavit is being filed with the State of
Florida, Department of State, pursuant to Section 608.407 of the
Florida Statutes.

FURTHER AFFIANT SAYETH NAUGHT.


Michael S. Muraco, authorized
representative of MSM
Development Co. of Central New
York, Inc., a member of MSM
Golf, L.L.C., a Florida Limited
Liability Company

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th
day of December, 1997, by Michael S. Muraco, who ☒ is personally
known to me; or who ☐ has produced _____
as identification.

Donna J. Mercer
Notary/Donna J. Mercer
Commission No.: CC633714
Commission Expires: 5/19/01

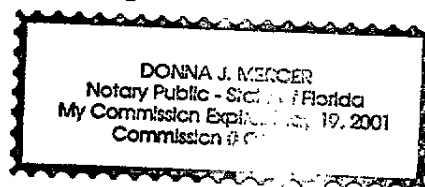


Exhibit "A" to Articles of Organization
OF
MSM Golf, L.L.C., a Florida Limited Liability Company