

BRUCE BRASHEAR

Counselor At Law

201 W. 1st Avenue, Suite A

Gainesville, FL 32601

voice: 352/336-0800

fax: 352/336-0505

e-mail: bruce@afn.org

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December 12, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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RE: GAINESVILLE RECREATIONAL PROPERTIES, L.C.

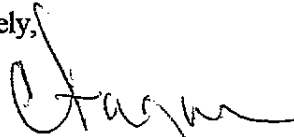
Gentlemen:

Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$337.50 representing the following:

Filing Fee	\$ 250.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,



Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

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Name	12-17
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

**ARTICLES OF ORGANIZATION
OF
GAINESVILLE RECREATIONAL PROPERTIES, L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Gainesville Recreational Properties, L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2050.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 1221 S.W. 96th Street, Gainesville, FL 32607. The name and address of the Company's initial registered agent in the State of Florida is as follows: Allen Z. Osbrach, 1221 S.W. 96th Street, Gainesville, FL 32607.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the Manager.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the

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business of the Company.

ARTICLE VI MANAGEMENT

The Company will be managed by Ballbusters of Gainesville, Inc., in accordance with the Company's Operating Agreement. The name and business address of the manager is as follows:

<u>Name</u>	<u>Address</u>
Ballbusters of Gainesville, Inc.	1221 S.W. 96 th Street Gainesville, FL 32607

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ARTICLE VII PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

ARTICLE VII

Amendments to these Articles of Organization may be made by the unanimous vote of the members.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 26 DAY OF NOV., 1997.

BALLBUSTERS OF GAINESVILLE, INC.

By: Allen Z. Osbrach
ALLEN Z. OSBRACH, President

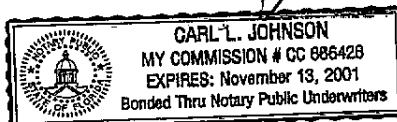
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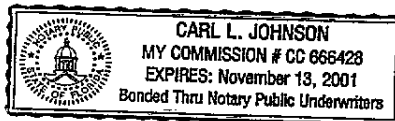
**STATE OF FLORIDA
COUNTY OF ALACHUA**

Before me personally appeared Allen Z. Osbrach who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Gainesville Recreational Properties, L.C.

In witness whereof, I have hereunto set my hand and seal on this 26th day of November, 1997.

Carl L. Johnson
Notary Public, State at Large





Printed Name _____
My Commission Expires: _____

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

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: GAINESVILLE RECREATIONAL PROPERTIES, L.C.
2. The name and address of the registered agent and office is:

Allen Z. Osbrach
122 S.W. 96th Street
Gainesville, FL 32607

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.



ALLEN Z. OSBRACH, Registered Agent

Date: 11/26/97

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GAINESVILLE RECREATIONAL PROPERTIES, 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 \$200.00;
- 3) If any, the agreed value of property other than cash contributed by member(s) is: N/A. 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 \$22,700.00. This total includes amounts from 2 and 3 above.


ALLEN Z. OSBRACH

(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.)

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