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Please Reply To:
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☐ Water Street Office

William R. West
Direct Telephone
414-287-1375
wwest@vonbriesen.com

January 2, 1998

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

Re: *Highlands Reserve Golf Club, LC*

Dear Sir/Madam:

Enclosed please find a fully executed original and one copy of each of the following:

1. Articles of Organization for Highlands Reserve Golf Club, LC;
2. Registered Agent Acceptance; and
3. Affidavit of Membership and Contributions.

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-01/07/98-01006-001
****285.00 ****285.00

Further enclosed is our check in the amount of \$285 made payable to the **Florida Department of State** as the filing fee. Please proceed with the prompt filing of these documents. I would also ask that you date and file-stamp the additional enclosed copy of each of the foregoing documents and return the same to me in the enclosed self-addressed, stamped envelope.

If you have any questions with respect to this matter, please feel free to call me at 414-287-1375. Thank you for your assistance.

Very truly yours,

von BRIESEN, PURTELL & ROPER,

William R. West

L98-45

Name	CR-1-B
Availability	CR-1-B
Document Examiner	CR
Updater	CR
Verifier	CR
Acknowledgement	CR
W. P. Verifier	CR

WRW:bjs
Enclosures
cc: Mr. Robert L. Secrist, III (w/encs.)

**ARTICLES OF ORGANIZATION
FOR
HIGHLANDS RESERVE GOLF CLUB, LC,
a Florida limited liability company**

FILED
99 JAN -7 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the limited liability company is **Highlands Reserve Golf Club, LC.**

ARTICLE II - Duration

The period of duration for the limited liability company shall be perpetual.

ARTICLE III - Address

The mailing address and street address of the principal office of the limited liability company is 2281 Lee Road, Suite 103, Winter Park, FL 32789.

ARTICLE IV - Registered Agent

The name and street address of the initial registered agent of the limited liability company in the State of Florida is:

Robert L. Secrist III
2281 Lee Road, Suite 103
Winter Park, FL 32789

ARTICLE V - Management

The limited liability company is to be managed by a manager or managers, and the names and addresses of such managers who are to serve as the initial managers of the limited liability company are:

Robert L. Secrist III	Michael J. Kennedy	Stuart Leventhal
1781 Sunnyside Drive	2011 Geronimo Trail	651 East Lake Drive
Maitland, FL 32751	Maitland, FL 32751	Altamonte Springs, FL 32701

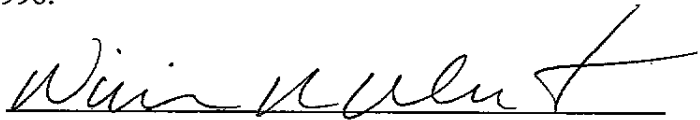
ARTICLE VI - Admission of Additional Members

The admission of additional members to the limited liability company shall require the consent and shall be on such terms and conditions as are determined by a vote of not less than 75% of the interests of the then existing members of the limited liability company.

ARTICLE VII - Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on the death, bankruptcy or dissolution of a member or the occurrence of any other event as specified in the regulations of the limited liability company which results in the disassociation of a member from the limited liability company, upon the written consent of not less than 75% of the interests of such remaining members to continue the business of the limited liability company.

Executed this 2nd day of January, 1998.



William R. West, Authorized Representative
of a Member

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98 JAN -7 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

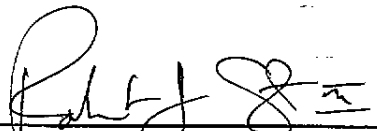
This document was drafted by and the return copy should be mailed to:

William R. West, Esq.
von Briesen, Purtell & Roper, s.c.
411 East Wisconsin Avenue, Suite 700
Milwaukee, WI 53202
(414)287-1375

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**REGISTERED AGENT ACCEPTANCE
FOR
HIGHLANDS RESERVE GOLF CLUB, LC,
a Florida limited liability company**

Pursuant to the provisions of § 608.415 of the Florida Statutes, and having been named as registered agent and to accept service of process for Highlands Reserve Golf Club, LC at its registered office located at 2281 Lee Road, Suite 103, Winter Park, FL 32789, 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.



Robert L. Secrist, III

Date: 1/2/98

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98 JAN -7 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FL 32304

**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS
FOR
HIGHLANDS RESERVE GOLF CLUB, LC,
a Florida limited liability company**

STATE OF WISCONSIN)
) SS.
MILWAUKEE COUNTY)


The undersigned, being an authorized representative of a member of Highlands Reserve Golf Club, LC, deposes and says:

1. Highlands Reserve Golf Club, LC has or will have at least two (2) members.
2. The total amount of cash to be contributed initially by the members is \$824,900.
3. The total amount of cash or other property anticipated to be contributed by members is \$824,900. This total includes the amount from No. 2 above.



William R. West, Authorized Representative
of a Member

Subscribed and sworn to before me
this 2nd day of January, 1998.


Notary Public, State of Wisconsin
My commission expires 4-26-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA