



THE UNITED STATES
CORPORATION
COMPANY

L98000000319

ACCOUNT NO. : 072100000032

REFERENCE : 738346 4804484

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 285.00

ORDER DATE : March 12, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 738346-005

CUSTOMER NO: 4804484

CUSTOMER: Ms. Jen Dombrowski
WOLF BLOCK SCHORR AND
SOLIS-COHEN
Packard Bldg.13th Floor
15th & Chestnut Streets
Philadelphia, PA 19102

800002457958-15

DOMESTIC FILING

NAME: FAIRGROUNDS GP LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 3:03

DK
3/14/98
RECEIVED
98 MAR 16 PM 12:06
DIVISION OF CORPORATION

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

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ARTICLE I - Name

The name of the Limited Liability Company is:

Fairgrounds GP LLC

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

c/o The Goodman Company
777 S. Flagler Drive
West Palm Beach, FL 33401

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

March 10, 2047

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:

☒ / 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:

Murray H. Goodman
c/o The Goodman Company
777 S. Flagler Drive
West Palm Beach, FL 33401

(FLA. - LLC 3207 - 3/8/96)

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

William Shewalter
Suite 1101, 777 S. Flagler Drive
West Palm Beach, FL 33401

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ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

Suite 1101, 777 S. Flagler Drive
West Palm Beach, FL 33401

***ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: See Attachment.

***ARTICLE VIII - Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on 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 the limited liability company shall be: See Attachment.

March 11, 1998

(Date)

Robert M. Segal
(Signature of Member or the Authorized Representative of a Member)

Robert M. Segal, Trustee Under Indenture of
Trust of Murray H. Goodman dated as of
March 10, 1998 (Fairgrounds Trust)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

By

William A. Shewalter

(Signature)

William Shewalter

(Type Name of Officer)

Registered Agent

(Title of Officer)

March 11, 1998

(Date)

*(If applicable)

ATTACHMENT

ARTICLE VII - Admission of Additional Members

The right, if given, of the remaining members to admit additional members the terms and conditions of the admissions shall be:

The members shall have the right to admit additional members by unanimous vote and on such terms and conditions as they prescribe.

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ARTICLE VIII - Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on 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 the limited liability company shall be:

All of the remaining members and the personal representative of the deceased member shall have the right within 90 days of such event to continue the business of the limited liability company.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Before me, the undersigned constituting all of the members of Fairgrounds GP
LLC, a Florida Limited Liability Company, certify as follows:

The amount of capital contributions to date of the members is \$10,000.00

Murray H. Goodman - \$9,500.00

"Robert M. Segal, Trustee Under Indenture
of Trust of Murray H. Goodman dated as
of March 10, 1998." - \$ 500.00

No non-cash property has been or will be contributed by the members.
The total amount contributed and anticipated to be contributed by the members at

this time totals \$10,000.00

This 11th day of March, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and that the facts
alleged are true, to the best of my knowledge and belief.

FAIRGROUNDS GP LLC

By: Robert M. Segal
Robert M. Segal, Trustee Under Indenture
of Trust of Murray H. Goodman dated as of
March 10, 1998 (Fairgrounds Trust)

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