

Document Number Only

L98000000572

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002491331--0
-04/16/98--01097--027
****285.00 ****285.00

Blue Mountain Beach Associates, L.C.

☐ Profit
☐ NonProfit
☒ Limited Liability Co.
☐ Foreign

☐ Amendment
☐ Dissolution/Withdrawal

☐ Merger
☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Other
☐ Change of R.A.
☐ UCC

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Thanks,
Jeff

APR 16 1998

98 MAY -6 PM 2:36

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BLUE MOUNTAIN BEACH ASSOCIATES, L.C.
Ref. Number: W98000008611

RECEIVED
98 MAY -6 PM 12:03
DIVISION OF CORPORATION

We have received your document for BLUE MOUNTAIN BEACH ASSOCIATES, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS must list what non-cash property has been contributed. We would suspect that the answer is "ZERO". If this is the case, you could simply add a statement such as "NO NON-CASH PROPERTY HAS BEEN OR WILL BE CONTRIBUTED BY THE MEMBERS."

If property has been contributed, you would of course list the value and attach a VERY BRIEF description of the property.

WE ALSO wish to call your attention to the MANAGER listed in Article VII. There is a corporation listed our records that is called THE RUTLAND/FORBES COMPANY, INC. Is this the company that is the MANAGER????? If so, please note that this corporation changed its name on February 9, 1998 to C.B. DEVELOPMENT, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 898A00020668

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ARTICLES OF ORGANIZATION
FOR
BLUE MOUNTAIN BEACH ASSOCIATES, L.C.

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Article I - Name:

The name of the limited liability company is:

Blue Mountain Beach Associates, L.C. (the "Company").

Article II - Duration:

The period of duration for the Company shall be:

The term of the Company shall commence on the date these Articles of Organization are filed with the Secretary of State of Florida and shall continue for thirty (30) years thereafter, unless earlier dissolved in accordance with the Florida Limited Liability Company Act.

Article III - Address:

The mailing address and street address of the principal office of the Company is:

35008 Emerald Coast Parkway
Suite 400
Destin, Florida 32541

Article IV - Initial Registered Agent:

Pursuant to the Certificate of Designation of Registered Agent/Registered Office, attached hereto, the name and street address of the initial registered agent of the Company is:

Mr. Jamie V. Forbes

35008 Emerald Coast Parkway
Suite 400
Destin, Florida 32541

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Article V - Admission of Additional Members:

The right of the remaining members to admit additional members and the terms and conditions of the admission shall be:

Additional Members may be admitted to the Company by the unanimous decision of all the Members. However, any newly admitted Member must agree to abide by the Operating Agreement of the Company. All such Members shall also determine the capital contribution, if any, required of such additional Member, and such additional Member's Capital Account and participation in the net income of the Company.

Article VI - Members Rights to Continue Business:

The right of the remaining members of the Company to continue the business of the Company 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 Company shall be:

Pursuant to Section 13.1 of the Operating Agreement of the Company, the Company shall be dissolved upon the occurrence of any of the following events:

- (a) The expiration of the period fixed for the duration of the Company as set out in these Articles of Organization and in Section 2.4 of the Operating Agreement of the Company.
- (b) The Members unanimously agree in writing to dissolve the Company.
- (c) Sixty (60) days following the bankruptcy of a Member.
- (d) If commencement of construction of the Project (as defined in Section 1.15 of the Operating Agreement of the Company) (which work may include, by way of illustration, but not limitation, site development work) has not commenced on or before July 31, 1998, unless a majority of the interests of the Members elect otherwise.

Article VII - Management:

The Company is to be managed by a manager and the name and address of such manager who is to serve as the manager is:

Rutland Forbes Company, Inc.

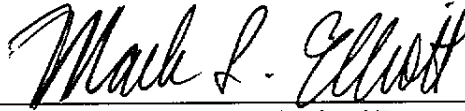
35008 Emerald Coast Parkway
Suite 400
Destin, Florida 32541

Attention: Mr. Jamie Forbes, III
Mr. Donald Rutland

pg 8000041024

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27 day of April, 1998.



Mark L. Elliott, Esq., Authorized Representative

STATE OF GEORGIA
COUNTY OF FULTON

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the authorized representative of the Members of **Blue Mountain Beach Associates, L.C.**, a Florida limited liability company (the "Company"), hereby certifies as follows:

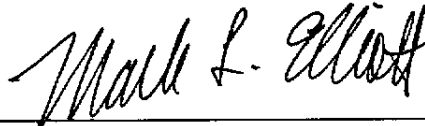
1. The Company has at least two (2) members.
2. The total amount of capital contributions to date of the Members of the Company is One Hundred Seventy Six Thousand and No/100 Dollars (\$176,000.00).
3. The total amount contributed and anticipated to the contributed by the Members of the Company at this time totals Five Hundred One Thousand and No/100 Dollars (\$501,000.00).
4. No non-cash property has been or will be contributed by the members.

Executed this 27 day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

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

AUTHORIZED REPRESENTATIVE:



Mark L. Elliott, Esq.

**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 AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **Blue Mountain Beach Associates, LLC**
(the "Company").
2. The name and address of the registered agent and office of the Company is:

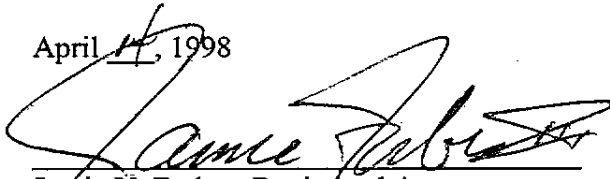
Mr. Jamie V. Forbes

35008 Emerald Coast Parkway
Suite 400
Destin, Florida 32541

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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.

April 14, 1998


Jamie V. Forbes, Registered Agent