



THE UNITED STATES  
CORPORATION  
COMPANY

L98000000839

ACCOUNT NO. : 072100000032.

REFERENCE : 864243 10250A

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pizito*

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 11:45

ORDER DATE : June 22, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 864243-005

CUSTOMER NO: 10250A

CUSTOMER: Ms. Chris L. Wohlbrandt  
VOGEL DAVIS & VOGEL

Suite B, midwest Title Building  
3936 Tamiami Trail North  
Naples, FL 33940

000002567540--6

DOMESTIC FILING

NAME: BOATCLUBSAMERICA, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

(6)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*BM*

*6/22/98*

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**ARTICLES OF ORGANIZATION  
OF**

**BoatClubsAmerica, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be BoatClubsAmerica, L.C. ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 4760 Tamiami Trail North, Suite 6, Sandalwood Square, Naples, FL 34103.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2038 unless the company is earlier dissolved as provided in these articles of organization or the regulations of the company.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is James D. Vogel, Vogel, Davis & Vogel, P.A., 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Members may make additional capital contributions to the company as set forth in the regulations of the company.

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#### ARTICLE VII -- ADMISSION OF NEW MEMBERS

Additional members may be admitted to the company as set forth in the regulations of the company. A member may transfer his or her interest in the company but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless the transfer is in accordance with the regulations of the company.

#### ARTICLE VIII -- TERMINATION OF EXISTENCE

The members of the Company shall have the right, as set forth in the regulations of the Company, to continue the business upon 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.

#### ARTICLE IX -- MANAGEMENT

The company shall be managed by Managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the initial Managers of the company who are to serve as Managers until the first annual meeting of Members or until their successors are elected and qualify are:

Edward J. Ruff  
4760 Tamiami Trail N., #6  
Sandalwood Square  
Naples, FL 34103

Patrick Ruff  
1330 Railhead, Suite 3  
Naples, FL 34110

Gregory Shepard  
625 Stanwix Street  
Pittsburgh, PA 15222

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these articles of organization at Naples, Florida, on the 19<sup>th</sup> day of June, 1998.

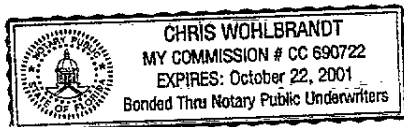
EDWARD J. RUFF DEVELOPMENT, INC.,  
A Florida corporation

By: Edward J. Ruff  
Edward J. Ruff, President

STATE OF FLORIDA  
COUNTY OF COLLIER

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 11:45

Sworn to and subscribed before me this 19<sup>th</sup> day of June, 1998 by Edward J. Ruff  
who is personally known to me or who produced \_\_\_\_\_ as identification.



Chris Wohlbrandt  
Notary Public

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of BoatClubsAmerica, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



JAMES D. VOGEL,  
Registered Agent

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Exhibit "A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BoatClubsAmerica, 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 members is: \$1,000,000.00.
3. The agreed value of property other than cash contributed by the members is: \$9,000,000.00, consisting of the General Partnership interest in Deep Lagoon Boat Club, Ltd., a Florida limited partnership.
4. The total amount of cash or property anticipated to be contributed by the members is: \$10,000,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

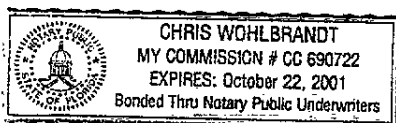
Dated the 19<sup>th</sup> day of June, 1998.

EDWARD J. RUFF DEVELOPMENT, INC.,  
a Florida corporation

By: Edward J. Ruff  
Edward J. Ruff, President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Affidavit of Membership and Contributions was acknowledged, subscribed and sworn before me this 19<sup>th</sup> day of June, 1998, by Edward J. Ruff who is personally known to me or who has produced \_\_\_\_\_ as identification.



Chris Wohlbrandt  
Signature of Notary

\_\_\_\_\_  
Typed or Printed Name of Notary  
Commission No. \_\_\_\_\_

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