

L98000001647



ACCOUNT NO. : 072100000032

REFERENCE : 944504 10250A

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pigut*

ORDER DATE : August 28, 1998

ORDER TIME : 12:15 PM

ORDER NO. : 944504-005

600002628026--7

CUSTOMER NO: 10250A

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

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

*CM*

DOMESTIC FILING

NAME: GULLWING BEACH RESORT, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED  
98 AUG 28 PM 2:03  
DIVISION OF CORPORATION

FILED  
98 AUG 28 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
GullWing Beach Resort, LLC**

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 **GullWing Beach Resort, LLC** ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 6640 Estero Boulevard, Fort Myers Beach, Florida 33931.

**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 be perpetual unless the company is dissolved as provided in these articles of organization.

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

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

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management

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of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII -- TERMINATION OF EXISTENCE

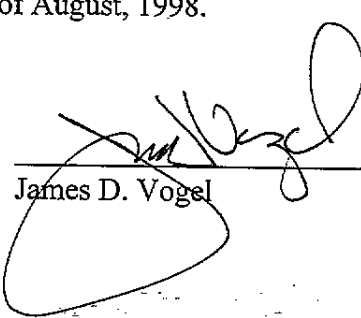
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX -- MANAGEMENT

The company shall be managed by the members 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 address of the members of the company are:

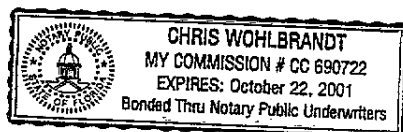
NAME	ADDRESS
DiamondHead Island Beach Resort, LC	6640 Estero Boulevard Fort Myers Beach, Florida 33931
SunStream, Inc.	1303 Frontage Road, Suite 11 Hastings, MN 55033

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on the 27th day of August, 1998.

  
James D. Vogel

STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to and subscribed before me this 27th day of August, 1998 by James D. Vogel who is personally known to me.



  
Notary Public

Exhibit "A"

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member, or authorized representative of a member, of **GullWing Beach Resort, LLC**, depose and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$700,000.00
3. If any, the agreed value of property other than cash contributed by the members is: \$-0-.
4. The total amount of cash or property anticipated to be contributed by the members is: \$700,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated this 27 day of August, 1998.

**SunStream, Inc.**  
a Florida corporation

By: \_\_\_\_\_

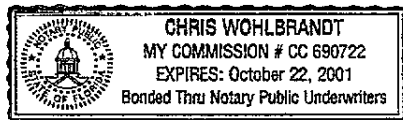
James D. Vogel, Esq.  
Vice-President

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Affidavit of Membership and Contributions was acknowledged, subscribed and sworn before me this 27 day of August, 1998, by James D. Vogel, Vice-President of SunStream, Inc., who is personally known to me.

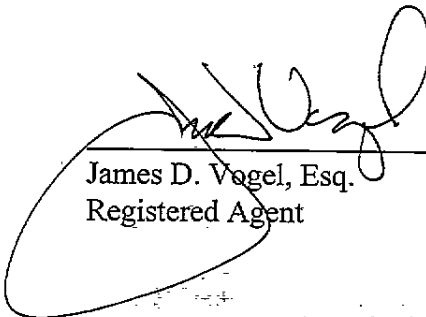
Chris Wohlbrandt  
Signature of Notary



\_\_\_\_\_  
Typed or Printed Name of Notary  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **GullWing Beach Resort, LLC**, 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, Esq.  
Registered Agent

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