

L98000001783

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Crown Plaza Resorts, L.C.

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****337.50 ****337.50

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
☒ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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DIVISION OF CORPORATION

Signature _____

Requested by: Chen 9-9 1051

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 9, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: CROWN PLAZA RESORTS, L.C.
Ref. Number: W98000020557

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OFFICE OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CROWN PLAZA RESORTS, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 498A00045875

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
CROWN PLAZA RESORTS, L.C.

ARTICLES OF ORGANIZATION
OF
CROWN PLAZA RESORTS, L.C.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
CROWN PLAZA RESORTS, L.C.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (the "Company") pursuant to the Act and hereby set forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The name of this Company shall be CROWN PLAZA RESORTS, L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgment, September 8, 1998, in accordance with the provisions of Section 608.409 of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; and/or
- (3) Unanimous written consent of all of the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a limited liability company pursuant to Section 608.403 of the Act, including without limitation, the brokering, marketing, promoting, selling, and otherwise dealing in and with disability

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insurance products and services, either directly or indirectly, and all such other activities incidental or useful to the foregoing.

ARTICLE IV

Place of Business

The principal place of business of this Company shall be 9641 Gulf Boulevard, Treasure Island, Florida 33706, and such other place or places as may be designated by the members from time to time. This address also serves as the mailing address of the company.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be A. Edward McGinty, Esq., and the address of the registered agent for service of process shall be A. Edward McGinty, Esq., 4820 Cypress Tree Drive, Tampa, Florida 33624.

ARTICLE VI

Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of Two Thousand Dollars (\$2,000.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement, Regulations and Interest Transfer and Restriction Agreement adopted by the members as set forth

therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

ARTICLE VIII

Continuation of Business

The members may, by unanimous written agreement, continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE IX

Management of Business

The management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

<u>Name</u>	<u>Address</u>
James M. Herron, Sr.	6140 86 th Avenue North Pinellas Park, Florida 33782
Vance L. Vogel	215-6 86 th Avenue, Treasure Island, Florida 33706

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ARTICLE X

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or

otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. The members are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of the Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by members holding a majority in interest of the Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of the Company and that the member is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

Crown Plaza Resorts, L.C.

By: _____
_____, as Member

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII

Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII

Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement, Regulations and Interest Transfer and Restriction Agreement for the governing of the internal affairs of the Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement, Regulations and Interest Transfer and Restriction Agreement may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement,

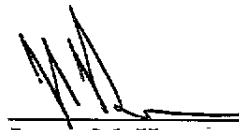
Regulations and Interest Transfer and Restriction Agreement shall be set forth in the Operating Agreement, Regulations and Interest Transfer and Restriction Agreement, except that the initial form shall be approved by all the members.

ARTICLE XIV

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by vote of a majority in Interest of the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 4th day of September, 1998.



James M. Herron, Sr., as Member

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CLERK OF DISTRICT COURT
MIAMI BEACH, FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 4th day of September, 1998 by James M. Herron, Sr., who has executed this instrument in his capacity as a Member of and on behalf of Crown Plaza Resorts, L.C. James M. Herron, Sr., is personally known to me or has produced _____ as identification and ~~did~~ did not take an oath.

Christine A. Logue
Notary Public
Printed Name: CHRISTINE A. LOGUE

Serial Number: _____

State of Florida at Large

(NOTARY SEAL)

My Commission Expires:

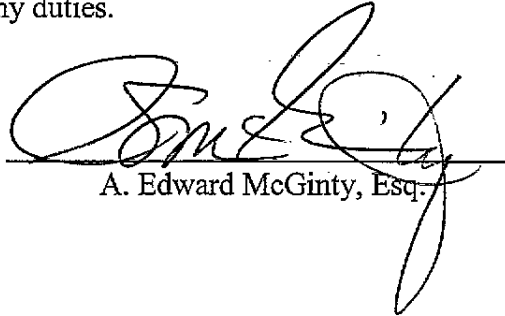


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COUNTY OF PINELLAS
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated limited liability company, at the place designated in these Articles of Organization, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 4, 1998


A. Edward McGinty, Esq.

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

CROWN PLAZA RESORTS, L.C.

AFFIDAVIT OF AT LEAST ONE MEMBER

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

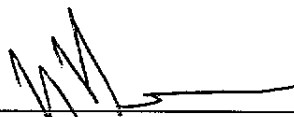
BEFORE ME, the undersigned authority, authorized to take acknowledgments and administer oaths, personally appeared James M. Herron, Sr., who is a member of Crown Plaza Resorts, L.C., and who has executed this instrument in his capacity as a Member of CROWN PLAZA RESORTS, L.C., the said James M. Herron, Sr., being of legal age and being otherwise legally competent, deposes and says of his personal knowledge:

1. That CROWN PLAZA RESORTS, L.C., a Florida limited liability company, (the "Company") has at least one Member.

2. That the total amount of cash contributed by the Members to the capital of the Company is Two Thousand Dollars (\$2,000.00), that no property other than cash has been contributed to the capital of the Company and that no further capital contributions are anticipated, but if any additional capital contributions shall be necessary, they shall be made by the Members and at the times as determined by written agreement among the Members or in accordance with the Operating and Regulations Agreement adopted and approved by the Members, and may be made in cash or in property.

Further the Affiant sayeth not.

Dated: September 4, 1998


James M. Herron, Sr., as Member

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

)
) SS.
)

The foregoing instrument was acknowledged before me this 4th day of September, 1998, by James M. Herron, Sr., who has executed this instrument in his capacity as a Member of and on behalf of Crown Plaza Resorts, L.C. He is personally known to me or has produced _____ as identification and he did / did not take an oath.

Christine A. Logue

Notary Public

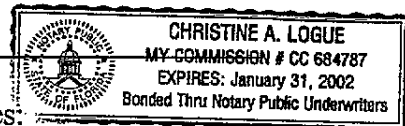
Printed Name: CHRISTINE A. LOGUE

State of Florida at Large

(NOTARY SEAL)

Serial Number: _____

My Commission Expires: _____



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