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OF COUNSEL

KENNETH B. WHEELER, LL.M. Tax

September 28, 1998

00789 - ⁰⁰¹⁶⁷ ~~#30~~ - ~~00676~~ - 00524 - 00671
Property?

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-09/30/98--01034--005
*****70.00 *****70.00

300002657539--0
-10/07/98--01046--002
*****215.00 *****215.00

Re: Monterey Pointe, L.C.

Dear Sir or Madam::

Enclosed please find the original and one copy of the Articles of Organization and the Acceptance by Registered Agent for the above referenced for filing with the Florida Secretary of State. Please return the file stamped copy in the envelope provided.

Also enclosed is my firm check in the amount of \$70.00 to cover the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,

Leslie Smith

/ls

Enclosures

WA8-22429

| | |
|-------------------|------|
| Name | Melt |
| Availability | Melt |
| Document Examiner | Melt |
| Updater | Melt |
| Updater Verifier | Melt |
| Acknowledgement | Melt |
| w. P. Verifier | Melt |

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98 OCT 20 PM 1:59



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1998

LESLIE SMITH
HACKNEY MILLER
4400 PGA BLVD., STE 505
PALM BEACH GARDENS, FL 33410

SUBJECT: MONTEREY POINTE, L.C.
Ref. Number: W98000022429

We have received your document for MONTEREY POINTE, 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):

You failed to make the correction(s) requested in our previous letter.

The affidavit must include the agreed value of any property contributed by the members and a description of the property. If no property has been contributed, state that on the affidavit.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 398A00049077

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ARTICLES OF ORGANIZATION
FOR
MONTEREY POINTE, L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company shall be Monterey Pointe, L.C.

ARTICLE II
ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is 896 Sandalwood Place, Jensen Beach, Florida 34957.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be fifty (50) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of remaining members of the Limited Liability Company, pursuant to the terms of the Operating Agreement.

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ARTICLE IV

PURPOSE

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:

- a. To construct, own, and operate a recreational golf driving range, golf teaching facility, golf clubhouse and related facilities;
- b. To carry on any business or any other legal or lawful activity allowed by law;
- c. To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- d. To manufacture, buy, sell, and generally deal in goods, wares and merchandise of every class and description;
- e. To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage;
- f. To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- g. To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE V
MANAGEMENT

The management of Monterey Pointe, L.C. shall be vested pursuant to an Operating Agreement in the following Manager, who shall be appointed by the members. The name and

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street address of the initial manager is C.E. Collins, Inc., a Florida corporation, 896 Sandalwood Place, Jensen Beach, Florida 34957.

ARTICLE VI
CAPITAL AND ADMISSION OF ADDITIONAL MEMBERS

Members shall not be required to make additional contributions to the capital of the company. The initial members of the Limited Liability Company are Clark E. Collins, C.E. Collins, Inc., a Florida corporation, 896 Sandalwood Place, Jensen Beach, Florida 34957. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

ARTICLE VII
TREATMENT AS PARTNERSHIP

Monterey Pointe, L.C. is intended to be treated as a partnership for purposes of federal income taxation.

ARTICLE VIII
AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Regulations, or Operating Agreement, of this Limited Liability Company shall be vested in the Manager of the Limited Liability Company.

ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of

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such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall become an assignee only, and shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the Member otherwise would be entitled.

ARTICLE IX
WITHDRAWAL OR REDUCTION OF
MEMBER'S CONTRIBUTIONS TO CAPITAL

A withdrawing Member shall not receive out of the Company any distribution, until all liabilities of this Limited Liability Company, except liabilities to Members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

ARTICLE X
REGISTERED OFFICE AND AGENT

The initial registered agent of the Limited Liability Company shall be Clark E. Collins and the registered office of the Limited Liability Company shall be 896 Sandalwood Place, Jensen Beach, Florida 34957.

ARTICLE XI
COMMENCEMENT OF EXISTENCE

The Limited Liability Company shall be deemed to commence its existence upon the date of filing these Articles of Organization.

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IN WITNESS WHEREOF, I have subscribed my name this 26th day of September, 1998.

Clark E. Collins
Clark E. Collins

C.E. COLLINS, INC.
Clark E. Collins, President
Clark E. Collins, President

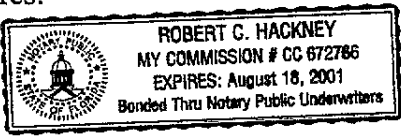
STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 26th day of September, 1998, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Clark E. Collins, () personally known to me or (X) has produced C452 105 42 424 as identification, the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Robert C. Hackney
Notary Public
My Commission Expires:

[NOTARY SEAL]



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

Clark E. Collins
Clark E. Collins
Registered Agent
Date: 9/26/98

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a member of Monterey Pointe,
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 ;
- (3) the total amount of cash or property anticipated to be contributed by members is
\$ 100,000 .

4) No Property has been
Contributed.

Clark E. Collins
Clark E. Collins

Date: 9/26/98

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