

L99000000224

JOSEPH M. MASON, JR., PA\*  
DANIEL B. MERRITT, JR., PA  
JOHN M. KELLER

\* ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

LAW OFFICES  
**MASON & MERRITT**  
A PARTNERSHIP OF  
PROFESSIONAL ASSOCIATIONS  
101 SOUTH MAIN STREET  
POST OFFICE BOX 1900  
BROOKSVILLE, FLORIDA 34605-1900  
TELEPHONE: (352) 796-0795  
FACSIMILE: (352) 796-0235  
E-MAIL: JMMASON@INNET.COM

4074 COMMERCIAL WAY  
SPRING HILL, FLORIDA 34605-2397  
TELEPHONE: (352) 686-1028

PLEASE REPLY TO:  
BROOKSVILLE

January 13, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-01/13/99--01054--020  
\*\*\*\*346.25 \*\*\*\*346.25

Re: Weeki Wachee Springs Company, L.L.C.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Organization, to which is appended an Affidavit Regarding Membership of and Capital Contributions and a Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, and Naming Agent Upon Whom Process May Be Served for the above-referenced corporation, together with a check in the amount of \$346.25, representing the following:

Secretary of State Filing Fee	\$ 285.00
Certified Copy of Articles of Organization	52.50
Certificate of Good Standing	8.75
Total:	\$ 346.25

Please file the original documents and certify the copy thereof. Also, please return the certified copy of the Articles of Organization (with its appended Affidavit and Certificate) and a Certificate of Good Standing to the undersigned at the above address.

~~If you have any questions regarding this matter, or if you need any further information regarding same, please let me know.~~

Very sincerely yours,

JOSEPH M. MASON, JR.

JMM/km\FAR01129.W-2  
Enclosure  
pc (w/encs.): Mr. Jeffrey M. Farrar

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DIVISION OF CORPORATIONS

L99-224

Name	W. P. Verity
Availability	
Document	
Exhibit	
Updater	
Verifier	

W. P. Verity

Debby Banley

Call when ready  
681-0411

**ARTICLES OF ORGANIZATION**  
**OF**  
**WEEKI WACHEE SPRINGS, L.L.C.**

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The undersigned, as Authorized Agent for the initial Members, desires to form a limited liability company (the **Company**) under the laws of the State of Florida, including Chapter 608, *Florida Statutes*, the **Florida Limited Liability Company Act**, and, by execution of these Articles of Organization, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Organization as the Charter of the Company hereby organized.

**ARTICLE**  
**NAME**

1

1.1 **Designation.** The name of the Company shall be **Weeki Wachee Springs, L.L.C.**, and the Company's said name shall be so registered with the Florida Department of State, Division of Corporations.

**ARTICLE II**  
**DURATION**

2

2.1 **Term of Existence.** The existence of the Company shall terminate upon the earlier of the completion of liquidation and distribution of the assets of the Company after the occurrence of an Event of Dissolution (as defined in Section 12.1 hereof), or at 12:00 p.m. (midnight), December 31, 2028, whichever later occurs.

**ARTICLE III**  
**PURPOSES AND POWERS**

3

3.1 **Purposes.** The purposes of the Company shall be to acquire and operate the Weeki Wachee Springs tourist attraction and recreational park (the **Facility**) and related assets located at 6131 Commercial Way (U.S. 19), Weeki Wachee, Florida 34606-1121, including all fee and leasehold interests in the real estate, buildings, structures, and equipment on, from, in, and with which

the Facility exists and is operated (collectively, the "**Property**"), and to own and operate both the Facility and the Property for the conduct of any lawful business. Further, the Company is organized for the purpose of engaging in all lawful businesses permitted to a company organized under Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, as in effect from time-to-time.

3.2 **Powers.** The Company shall have all the powers set forth in Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, as in effect from time-to-time, together with all other powers permitted by law to limited liability companies, including, but not limited to, the power to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers of the Company, and to do every other act and thing incidental thereto or connected therewith, to the fullest extent permitted by law.

3.3 **Prohibited Activities.** Notwithstanding any other provision of this Article III, the Company may not operate: a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company; a building and loan, mutual fire insurance, or other cooperative association; a fraternal benefit society; or a state fair or exposition.

ARTICLE IV  
MEMBERS, CAPITAL  
CONTRIBUTIONS, AND VOTING RIGHTS

4

4.1 **Initial Members and Contributions.** The names and addresses of the Initial Members of the Company, and the amount of initial capital contributions to be made by each of them, in cash, is as follows:

JEFFREY M. FARRAR 75 Mill Street Newport, Rhode Island 02840-3147	\$150.00
KIMBERLIE BURICH 6131 Commercial Way (US-19) Weeki Wachee, Florida 34606-1121	\$100.00

4.2 **Obligation.** Upon execution of this Agreement and the commencement of the Company, the Members shall make initial capital contributions to the Company, the nature and value of which are as set forth in Section 4.1 above.

4.3 **Contributions in Kind.** All capital contributions, by any Member, other than cash shall be valued at the fair market value, as of the date of the contribution, of the property so contributed.

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4.4 **Capital Accounts.** An individual capital account shall be established, maintained, and adjusted for each Member in the manner provided in the Company's Regulations. In the absence of such a provision in the Regulations, the capital account of each Member shall be the sum of that Member's: initial capital contributions; additional capital contributions; allocations and distributions pursuant to Article V; below, capital withdrawals; and pro-rata share of capital account adjustments made in accordance with generally acceptable accounting principles applied uniformly to the capital accounts of all Members. In the absence of a provision otherwise in the Company's Regulations, the amount of a Member's capital account, in dollars, shall be that Member's **Membership Interest** for voting purposes.

4.5 **Additional Contributions.** No Member shall have any obligation to make additional capital contributions to the Company, and no Member may make any voluntary additional capital contributions to the Company, except as provided in the Company's Regulations. In the absence of such a provision in the Regulations, a Member may make an additional capital contribution upon approval thereof by a majority in Membership Interest of the Members.

4.6 **Voting Rights.** Members shall have voting rights based upon such criteria and with regard to such matters as may be provided in the Company's Regulations. In the absence of such provision in the Regulations, each Member shall have a vote weighted in proportion to such Member's capital accounts (Membership Interest), as from time-to-time adjusted; provided, however, that each Member shall have at least one (1) vote. The Members shall be entitled to vote: to Amend these *Articles of Organization*; to elect Managers; to admit new Members; and to determine whether to dissolve or continue the existence of the Company, either with or without the prior occurrence of an event that would otherwise either require or permit the dissolution of the Company.

4.7 **Additional Members.** Additional Members may be admitted to the Company in the manner, and by such unanimous or less than unanimous vote, as may be provided in the Company's Regulations. In the absence of such a provision in the Regulations, admission of a new Member shall require an affirmative vote of a majority in Membership Interest, as provided in Section 4.6, above, of the then Members.

4.8 **Assignment of Membership Interests.** The Membership Interest of a Member may be assigned, in whole or in part, to another person only in the manner and upon the conditions provided in the Company's Regulations. In the absence of such a provision in the Regulations, a Membership Interest may not be assigned, except by operation of law; provided, however, that the Membership Interest of any Member, at the option of the Company, shall be surrendered to the Company, for the amount of that Member's capital account, upon the affirmative vote of a majority in interest of the Members.

4.9 **Cumulative Voting Denied.** No Member shall have the right to cumulate such Member's votes for the election of managers, but each Membership Interest shall be entitled to a vote in the election of each manager, weighted as provided in Section 4.6, above.

4.10 **Denial of Preemptive Rights.** No Member shall be entitled as a matter of right to subscribe for, purchase, or receive any Membership Interests or any rights or options of the Company

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**5.2 Distributions.** Distributions shall be made to the Members when and in amounts determined by the Board of Managers, pursuant to provisions for same in the Company's Regulations. In the absence of such a provision in the Regulations, distributions shall be made to Members in proportion to their respective capital accounts, as from time to time adjusted.

## 6

6.2 **Initial Mailing Address.** The initial post office or mailing address of the Company is 6131 Commercial Way (US-19), Spring Hill, Florida 34606-1121.

6.3 **Registered Address and Agent.** The street address of the initial registered office of this Company is 101 South Main Street, Brooksville, Florida 34601-3338, and the name of the initial Registered Agent of this Company at that address is Joseph M. Mason, Jr., Esquire.

7

**ARTICLE VII**  
**BOARD OF MANAGERS**

7.1 **Management.** The Company shall be managed by a Board of Managers, and not by its Members, and said Board shall elect a Chairman from among its members.

7.2 **Number of Managers.** The Company shall have two (2) Managers initially. The number of Managers may be either increased or decreased from time-to-time by action of the Board of Managers, or otherwise in accordance with provisions for such action in the Company's Regulations.

7.3 **Initial Managers.** The names and addresses of the two (2) initial Managers of the Company, each of whom shall serve until the first annual meeting of the Members, or until their respective successor is elected and has qualified pursuant to the Company's Regulations, are:

JEFFREY M. FARRAR  
75 Mill Street  
Newport, Rhode Island 02840-3147

KIMBERLIE BURICH  
6131 Commercial Way (US-19)  
Weeki Wachee, Florida 34606-1121

7.4 **Qualification.** Unless otherwise provided in the Company's Regulations, any natural or artificial person, regardless of whether such person is a Member, may be a Manager of the Company.

7.5 **Election.** At the Annual Meeting of the Company, the Members, by majority vote of Membership Interests, shall elect Managers to fill such seats on the Board of Managers that may then be open. Unless otherwise provided by the Company's Regulations, voting for the election of Managers shall be weighted as provided in Section 4.6, above.

7.6 **Term of Office.** Each Manager shall hold office for a term of one (1) year, unless otherwise provided in the Company's Regulations, and, unless otherwise provided in the Regulations, may be elected to unlimited successive terms as a Manager.

7.7 **Duties.** The Managers shall have the sole and complete authority to manage and direct the business and affairs of the Company, and may appoint or elect such officers (who need not be Members of the Company) and assign them such duties as they may in their discretion determine, or as may be provided in the Company's Regulations.

## **ARTICLE VIII ORGANIZATION**

8.1 **Authorized Agent.** The name and address of the Authorized Agent of the Initial Members of this Company, who has executed these Articles of Organization on behalf of the Initial Members, is:

Joseph M. Mason, Jr., Esquire  
101 S. Main Street  
Post Office Box 1900  
Brooksville, Florida 34605-1900

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## **ARTICLE IX INDEMNIFICATION**

9.1 **Members, Managers, Officers, Employees, and Agents.** The Company, by the adoption of appropriate provisions in its Regulations, may indemnify any Member, manager, officer, employee, or agent of the Company, or any former such person, to the full extent permitted by and as set forth in Chapter 608, *Florida Statutes*, the Florida Limited Liability Company Act. In the absence of such provision in the Regulations, the provisions of Section 608.4346, *Florida Statutes*, or any successor section thereto, as from time-to-time in effect, are incorporated herein by reference as fully as if said Section were set forth in full text, and the full extent of the indemnity thereby permitted is accorded to all persons thereby permitted to be covered.

## **ARTICLE X AMENDMENT**

10.1 **Right to Amend.** The Company reserves the right, in accordance with the provisions of Chapter 608, *Florida Statutes*, the Florida Limited Liability Company Act, to, at any time, amend, alter, modify, or repeal any provision or provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the Members by these Articles of Organization is subject to this reservation.

10.2 **Vote by Members.** The vote of a majority of the Members shall be required to amend these *Articles of Organization*. Unless otherwise provided by the Company's Regulations, the term "majority of the Members" shall mean a majority of the capital or Membership Interests of the Members of the Company, as provided in Section 4.6, above.

**ARTICLE XI**  
**GOVERNANCE OF THE INTERNAL AFFAIRS OF THE COMPANY**

**11.1 Regulation of Business and Affairs.** For the regulation of the business and for the conduct of the affairs of the Company, and to create, divide, limit, and regulate the powers of the Company, of the Managers, and of the Members, provision is made as follows:

**11.1.1 Location of and Participation in Meetings.** Meetings of the Authorized Agents, of the Members, and of the Managers of the Company, or any committee of any of same, for all purposes, may be held at any place, either inside or outside of the State of Florida, and Members of any such group may be counted in attendance at such meeting and may participate fully therein from locations other than that of the meeting through the use of communications equipment which will allow all participants therein to at all times hear all other participants therein.

**11.1.2 Meetings of Members.** The annual and all special meetings of the Members shall be called and held as provided in the Company's Regulations. In the absence of such a provision in the Company's Regulations, the annual meeting of the Company shall be held on the second Wednesday of March each year, or as otherwise scheduled by the vote of a majority in Membership Interest of the Members, and special meetings shall be held upon the call of a majority in Membership Interest of the Members.

**11.1.3 Meetings of Managers.** The regular and all special meetings of the Managers shall be called and held as provided in the Company's Regulations. In the absence of such a provision in the Company's Regulations, the Managers shall have regular meetings on the second Wednesday of the first month of each calendar quarter, or as otherwise scheduled by the Board of Managers, and special meetings of the Managers shall be held upon the call of the Chairman of the Board of Managers.

**11.1.4 Executive Committee.** The Board of Managers may designate from among their number an executive committee, consisting of one (1) or more of the Managers, which, in the intervals between meetings of the Board and to the extent authorized by law and not otherwise provided by the Company's Regulations, may have plenary authority to exercise the powers of the Board of Managers in the management of the affairs and business of the Company.

**11.1.5 Action Without Meeting.** Any action which either the Members or the Board of Managers is authorized to take may be taken by the unanimous consent, in writing, of the Members or Managers, as the case may be.

**11.1.6 Removal of Managers.** Pursuant to such reasonable procedures as may be established by the Company's Regulations, or, in the absence of such a provision in the Company's Regulations, at a regular or special meeting of the Members, any one or more or all of the Managers may be removed, either with or without cause, at any time by the vote of



the Members holding a majority of the capital interest of the Company and entitled to vote at any regular or special meeting of the Members, and thereupon the term of each Manager or Managers who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Managers, to be filled by a vote of a majority in interest of the Members, or as otherwise provided by the Company's Regulations.

11.1.7 **Removal of Officers.** Any officer of the Company may be removed either with or without cause, at any time, by vote of a majority of the Managers.

11.1.8 **Contracting Debts.** No debt may be contracted, and no contractual liability may be incurred, by or on behalf of the Company except by one or more of its Managers, and the Regulations of the Company may provide for restrictions and qualifications upon the making of such commitments by the Managers.

11.1.9 **Conflicts of Interest.** No contract, act, or transaction between the Company and any other person or entity shall be affected or invalidated by the fact that any one or more of the Members, Managers, or Officers of the Company is or are interested in or is a member, manager, affiliate, director, or officer or are members, managers, affiliates, directors, or officers of such other person, company, organization (business or otherwise), firm, association, or entity, nor shall any contract, act, or transaction of the Company be affected by the fact that any of the Members, Managers, or Officers of the Company are personally interested therein. Any Member or Members, Manager or Managers, Officer or Officers of the Company, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with the Company or in which the Company is interested; and no contract, act or transaction of the Company with any person, organization (business or otherwise), firm, association, entity, or company shall be affected or invalidated by the fact that any Member or Members, Manager or Managers, or Officer or Officers of the Company is a party or are parties to, or is or are otherwise interested in such contract, act, or transaction, or is or are in any way connected with such other person, or organization (business or otherwise), firm, association, entity, or company. Each and every person who may become a Member, Manager, or Officer of the Company is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent such person from contracting with the Company for such person's benefit or for the benefit of any other person, organization (business or otherwise), firm, association, entity, or company in which he may be in anywise interested.

11.1.10 **Records to be Kept.** At all times during the continuation of the Company, the Managers shall keep or cause to be kept, at the Company's registered office, true and correct copies of the following records:

11.1.10.1 A current list of the full names and last known business addresses of all Members of the Company.

11.1.10.2 A copy of these *Articles of Organization* and all certificates of amendments thereto, together with a copy of executed copies of any powers of attorney pursuant to which any such certificate was executed.

11.1.10.3 A copy of each of the Company's federal, state, and local income tax returns and reports, if any, for the three (3) most recent years.

11.1.10.4 A copy of any then-effective Regulations of the Company, which, to the extent not otherwise contained in or provided by the Company's *Articles of Organization*, shall set out:

11.1.10.4.1 The amount of cash and a description and statement of the agreed value of the other property or services contributed by each Member and which each Member has agreed to contribute to the Company.

11.1.10.4.2 The times at which or events on the happening of which any additional contributions agreed to be made by each Member are to be made to the Company.

11.1.10.4.3 Any events upon the happening of which the Company is to be dissolved and its affairs wound up.

11.1.10.5 A copy of all financial statements (including balance sheets and income statements) of the Company for the three (3) most recent years.

11.1.10.6 Records kept under this Section are subject to inspection and copying during ordinary business hours at the reasonable request, and at the expense, of any Member. Other records maintained by the Company may be inspected by a Member at such times and locations, and under such conditions, as may be provided by the Regulations.

11.2 **Regulations.** The Board of Managers shall have the sole authority to adopt or not adopt Regulations for the Company, and to from time-to-time alter, amend, or repeal any such Regulations adopted by it.

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## ARTICLE XII

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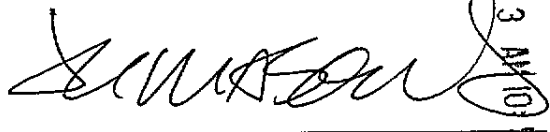
### DISSOLUTION AND TERMINATION OF THE COMPANY

12.1 **Events of Dissolution.** The Company shall be dissolved (a) upon the mutual consent of all Members; (b) upon the sale by the Company of all or substantially all its right, title, and interest in and to the then property of the Company and the receipt by the Company of the purchase price in full; or (c) upon the entry of a decree of judicial dissolution, or the filing of a certificate of administrative dissolution, pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, in either case that is not stayed, reversed, revoked, or rescinded within sixty (60) days thereafter; or, (d) in any event, at 12:00 p.m. (midnight), December 31, 2028.

**12.2 Continuation After Termination of Member.** The remaining Members of the Company shall have the right to continue, uninterrupted, the existence of the Company upon and after the occurrence of any event that results in the termination of the membership of one or more Members of the Company. Unless otherwise provided in the Company's Regulations, neither the resignation, retirement, expulsion, death, bankruptcy, or dissolution of a Member, nor the occurrence of any other event which terminates the continued membership of a Member in the Company, shall be deemed to be an event of dissolution, absent the affirmative vote, taken within thirty (30) days after such event, by a majority in Membership Interest, as provided in Section 4.6, above, declaring such event to be an event of dissolution.

**12.3 Winding-Up the Company.** In the event of a dissolution of the Company, a reasonable time shall be allowed for the orderly liquidation of the assets of the Company and the discharge of liabilities to creditors so as to enable the Managers to minimize the normal losses attendant upon a liquidation. The Members shall continue to share profits or losses during the liquidation in the same proportion as before dissolution. Unless otherwise provided in the Regulations, the proceeds from the liquidation of the Company's assets shall be applied as follows: (a) payment to creditors of the Company in the order of priority provided by law; (b) establishment, in the discretion of the Board of Managers, of a reserve for any unforeseen liabilities or obligations; and (c) distribution to the Members in accordance with their then net capital account balances, after adjustments for the then current year.

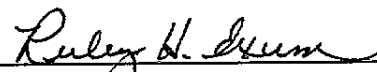
IN WITNESS WHEREOF, the above-named Authorized Agent, on behalf of the Initial Members, has hereunto subscribed his name on January 13, 1999.

  
JOSEPH M. MASON, JR., Authorized Agent

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STATE OF FLORIDA  
COUNTY OF HERNANDO

**BEFORE ME**, the undersigned authority, on January 13, 1998, in the County and State aforementioned, personally appeared **JOSEPH M. MASON, JR.**, the person who, first being by me duly sworn, deposed and said upon said person's oath that said person is the person described in and who executed the foregoing **Articles of Organization of Weeki Wachee Springs, L.L.C.**, as Authorized Agent of the Initial Members of that Company, that said person executed same for and on behalf of said Initial Members and for the purposes therein stated, and that said person's statements therein contained are accurate, true, and correct. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: Personally Known).

  
Ruby H. Exum  
Notary Public, State of Florida

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RUBY H EXUM  
My Commission CC474815  
Expires Jun. 20, 1999  
Bonded by HAI  
800-422-1555

**AFFIDAVIT  
REGARDING MEMBERSHIP OF  
AND CAPITAL CONTRIBUTIONS TO  
WEEKI WACHEE SPRINGS, L.L.C.**

**BEFORE ME**, the undersigned authority, personally appeared **JOSEPH M. MASON, JR.**, hereinafter referred to as **Affiant**, who, after being duly sworn, deposed and said as follows:

1. Affiant is the Authorized Agent of the Initial Members of Weeki Wachee Springs, L.L.C. (the **Company**), for the purpose of organizing and registering said Company as a Florida Limited Liability Company.

2. The Company has at least two (2) Members, who have together contributed the sum of \$250.00, in cash, to the Company, have not contributed any property to the Company, and may in the future contribute not less than another \$250.00 to the Company, as capital.

**FURTHER, AFFIANT SAYETH NOT.**

  
\_\_\_\_\_  
JOSEPH M. MASON, JR.

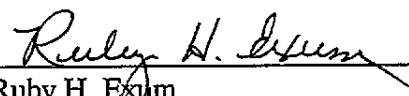
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STATE OF FLORIDA  
COUNTY OF HERNANDO

**BEFORE ME**, the undersigned authority, on January 13, 1999, in the County and State aforementioned, personally appeared **JOSEPH M. MASON, JR.**, the person who, first being by me duly sworn, deposed and said upon said person's oath that said person is the person described in and who executed the foregoing **Affidavit Regarding Membership and Capital Contribution**, that said person is the Authorized Agent for the Initial Members of said Company, that said person executed same for and on behalf of said Initial Members and for the purposes therein stated, and that said person's statements therein contained are accurate, true and correct. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: personally known).



RUBY H EXUM  
My Commission CC474815  
Expires Jun. 20, 1999  
Bonded by HAI  
800-422-1555


  
\_\_\_\_\_  
Ruby H. Exum  
Notary Public, State of Florida

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

**Weeki Wachee Springs, L.L.C.**, desiring to organize or qualify as a limited liability company under the laws of the State of Florida, with its principal place of business at 6131 Commercial Way (U.S. 19), Spring Hill, Florida 34606-1121, has named Joseph M. Mason, Jr., located at 101 South Main Street, Brooksville, Florida, 34601-3336, as its agent to accept service of process within the State of Florida.

  
Signature: \_\_\_\_\_  
JOSEPH M. MASON, JR.

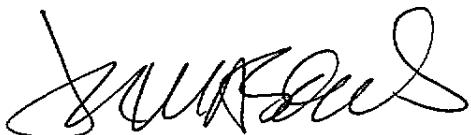
Title: Authorized Agent

Date: January 13, 1999

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**ACCEPTANCE OF RESIDENT AGENT**

Having been named and designated as resident agent to accept service of process for **Weeki Wachee Springs, L.L.C.**, at the place designated in this certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

  
Signature: \_\_\_\_\_  
JOSEPH M. MASON, JR.

Date: January 13, 1999

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