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February 9, 1999

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

W99-4127

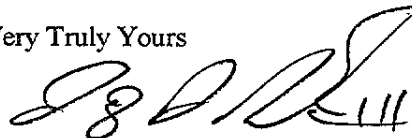
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Re: The Destin Club, L.C.

To Whom It May Concern:

Enclosed please find the original Articles of Organization for the above-referenced limited liability company, a copy to be certified and a check in the amount of \$337.50 for Filing Fees, cost of Certified Copy and Registered Agent Designation. Please file with the appropriate department for the above referenced limited liability company and forward the certified copy back to the above address in the enclosed self addressed stamped envelope. If you are in need of further information feel free to contact me at the above address. Thank you for your assistance.

Very Truly Yours



Davage J. Runnels, III

Enclosures: (3)

Name	Availability
Document	Examiner
Updater	
Updater	Verifier
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 26 PM 4:38



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 18, 1999

DAVAGE J. RUNNELS, III
36468 EMERALD COAST PARKWAY, SUITE 2201
DESTIN, FL 32541

SUBJECT: THE DESTIN CLUB, L.C.
Ref. Number: W99000004127

We have received your document for THE DESTIN CLUB, 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):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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: 099A00007375

ARTICLES OF ORGANIZATION

OF

THE DESTIN CLUB, L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME:

The name of this limited liability company is The Destin Club, L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION:

The duration of the Company shall be perpetual except as required or allowed to dissolve under the provisions of the Florida Limited Liability Company Act, or the Company's Regulations.

ARTICLE III - PURPOSE:

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY:

The mailing address and street address of the initial principal office in Florida for the Company is 36468 Emerald Coast Parkway, Suite 1101, Destin, Florida 32541.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE:

The initial registered agent of the Company shall be Bradley T. Shoults. The Street address of the initial registered agent is 36468 Emerald Coast Parkway, Suite 1101, Destin, Florida 32541.

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS:

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$300 in cash and no other property is being contributed to the Company at this time.

ARTICLE VII - ADDITIONAL CONTRIBUTIONS:

The total additional contributions, if any, agreed to be made by all Members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the Members of the Company.

ARTICLE VIII - ADDITIONAL MEMBERS:

Additional members to the Company may be admitted only upon the unanimous and written consent of the then existing members.

ARTICLE IX - CONTINUITY OF BUSINESS:

If a member of the company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

ARTICLE X - MANAGEMENT:

The Company is to be managed by an operating manager or managers. The name and address of the initial operating managers who are to serve as the operating managers until the first Annual Meeting of Members or until each party's successor is duly elected and qualified are:

Michael Shoults
36468 Emerald Coast Parkway,
Suite 1101
Destin, Florida 32541

Bradley T. Shoults
36468 Emerald Coast Parkway,
Suite 1101
Destin, Florida 32541

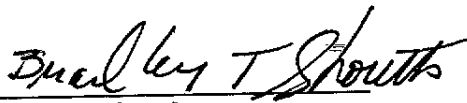
Jeffrey Shoults
36468 Emerald Coast Parkway, Suite 1101
Destin, Florida 32541

ARTICLE XI - INDIVIDUALS FORMING COMPANY

The names and addresses of the Members forming this Company are Bradley T. Shoults, 36468 Emerald Coast Parkway, Suite 1101, Destin, Florida 32541, Jeffrey Shoults, 36468 Emerald Coast Parkway, Suite 1101, Destin, Florida 32541, and Michael Shoults, 36468 Emerald Coast Parkway, Suite 1101, Destin, Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles on the 8th day of February, 1999.

By:

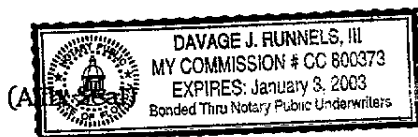

Bradley T. Shoults
Member

STATE OF FLORIDA

COUNTY OF OKALOOSA

On this 8th day of February, 1999, before me personally appeared Bradley T. Shoults, a Member of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.




Notary Public
My Commission Expires:

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 608.415, FLORIDA STATUTES, THE REFERENCED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: The Destin Club, L.C.
2. The name and address of the registered agent and office is:

Bradley T. Shoults
36468 Emerald Coast Parkway, Suite 1101
Destin, Florida 32541

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED February 9, 1999 by:


Bradley T. Shoults

AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTIONS OF THE DESTIN CLUB, L.C.

The undersigned, being the authorized representative of the Members of the Company, 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 to the Company is \$300.00;
- 3) If any, the agreed value of property other than cash contributed by Members to the Company is \$0; and a description of the property is attached hereto and made a part hereto.
- 4) The total amount of other cash or property anticipated to be contributed by the Members to the Company is \$0.
- 5) The Company may establish a budget to be funded by dues from members as set forth in the Company's Regulations.

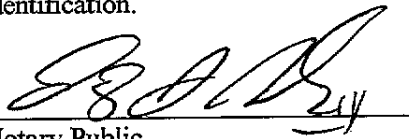
Executed this 9th day of February, 1999.


Bradley T. Shoults

(In accordance with section 608.408(3). Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED BEFORE me this 9th day of February, 1999 by Bradley T. Shoults, who is personally known to me or who produced _____ as identification.


Notary Public
My commission expires:

