

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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| Acknowledgment | <u>OK</u>     |
| W. P. Verifier | <u>OK</u>     |

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1.) Novaland Beachwalk, LLC.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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**SPECIAL INSTRUCTIONS**

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**Articles of Organization**  
**Of**  
**Novaland Beachwalk, L.L.C.**

The undersigned, as the initial member of Novaland Beachwalk, a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**Article I - Name**

The name of this Company is Novaland Beachwalk, L.L.C.

**Article II - Principal Office**

The mailing address and street address of the principal office of the Company is:

9311 College Parkway, Suite One  
Ft. Myers, Florida 33919

**Article III - Duration**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Department of State. The Company shall have perpetual existence.

**Article IV - Management**

The Company shall be managed by its Managing Member. The name and address of the Managing Member is:

Mastercraft Land Management, Inc.  
9311 College Parkway, Suite One  
Ft. Myers, Florida 33919

**Article V - Admission of Additional Members**

The Company may admit additional members upon approval of then existing members owning two-thirds ( $2/3^{\text{rd}}$ ) of the Units of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the Managing Member, and approved by the then existing members owning two-thirds ( $2/3^{\text{rd}}$ ) of the Units of the Company, and upon such member's agreement to comply with these Articles of Organizations and the Regulations of the Company.

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#### **Article VI – Members' Rights to Continue Business**

The Company shall not be dissolved by the death, bankruptcy or dissolution of a member.

#### **Article VII – Limitation on Agency Authority of Members**

Pursuant to Section 608.424, Florida Statutes, and with the exception of the Managing Member, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

#### **Article VIII – Registered Agent**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Gregg S. Truxton  
Bolaños, Truxton & Youngs, P.A.  
2121 Ponce de Leon Blvd., Suite 600  
Coral Gables, Florida 33134

#### **Article IX – Amendment**

These Articles of Amendment may be amended or repealed upon the unanimous approval of the members of the Company.

In Witness Whereof, the undersigned, has executed the foregoing Articles of Organization as of this 16 day of March, 1999.

Initial Member:

Mastercraft Land Management, Inc.  
a Florida corporation

By: James L. Southern, III  
James L. Southern, III  
President

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM  
SERVICE OF PROCESS WITH THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507, Florida Statutes:

Having been appointed registered agent of Novaland Beachwalk, L.L.C., in its Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.



Gregg S. Truxton  
2121 Ponce de Leon Blvd. Suite 600  
Coral Gables, Florida 33134

Dated: March 17, 1999

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2), Florida Statutes, the undersigned, as an officer and authorized representative of the Managing Member of Novaland Beachwalk, L.L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one (1) member.
2. As of the date hereof, the amount of capital contributions to the Company made by the initial member is as follows: \$5,000.00
3. The anticipated amount of additional capital contributions to the Company made by the members is as follows: \$470,000.00
4. There have been no contributions to the Company made by the members other than cash contributions and contributions of promissory notes.

Under penalties of perjury, the undersigned, as the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Dated: March 16, 1999.

Initial Member:

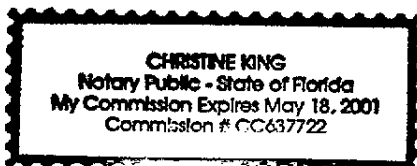
Mastercraft Land Management, Inc.  
a Florida corporation

By: James L. Southern, III  
James L. Southern, III  
President

State of Florida

County of Lee

The foregoing instrument was acknowledged before me this 16 day of March, 1999, by James L. Southern, III, as President of Mastercraft Land Management, Inc., a Florida corporation. He (☒) is personally known to me or ( ) has produced \_\_\_\_\_ as identification.



Christine King  
Notary Public, State of Florida  
Print Name: CHRISTINE KING  
My commission expires:  
5-18-01

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