



L99000001805

ACCOUNT NO. : 072100000032

REFERENCE : 183824 4331602

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Piquito

ORDER DATE : March 25, 1999

ORDER TIME : 9:12 AM

ORDER NO. : 183824-140

CUSTOMER NO: 4331602

CUSTOMER: Ms. Robin Bennet
MUNSCH HARDT KOPF & HARR, P.C.
MUNSCH HARDT KOPF & HARR, P.C.
4000 Fountain Place
1445 Ross Avenue
Dallas, TX 75202-2790

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ELW WATER ACQUISITION, L.L.C.

EFFECTIVE DATE:

000002823590--1

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

L99-1805

Name	<i>ae 331</i>
Availability	<i>ae 331</i>
Document	<i>ae 331</i>
Examiner	<i>ae 331</i>
Updater	<i>ae 331</i>
Verifier	<i>ae 331</i>
Acknowledgment	<i>ae 331</i>
W & V	<i>ae 331</i>



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 1999

CARINA DUNLAP
CSC

SUBJECT: ELW WATER ACQUISITION, L.L.C.
Ref. Number: W99000007583

RESUBMIT
Please give original
submission date as file date.

We have received your document for ELW WATER ACQUISITION, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 899A00015965

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAR 30 PM 3:52
DIVISION OF CORPORATIONS

ELW GOLF GROUP, INC.

Secretary of State
Tallahassee, Florida

Ladies and Gentlemen:

The undersigned consents to use of the name "ELW Golf Group Acquisition, L.L.C." in the State of Florida.

Very truly yours,

ELW GOLF GROUP, INC.

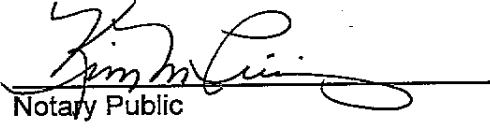
By:


Name: MICHAEL S. BENJAMIN, ESQ
Title: SENIOR VICE PRESIDENT

STATE OF Mass. §
COUNTY OF Norfolk §

Before me, the undersigned authority, on this day personally appeared Michael S. Benjamin, Sr. Vice Pres. of ELW Golf Group, Inc. a Florida corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity stated, and as the act and deed of said corporation.

Given under my hand and seal of office this 24th day of March, 1999.


Notary Public

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: ELW Golf Group Acquisition, L.L.C.

ARTICLE II - Address:

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

3030 LBJ Freeway, Suite 700
Dallas, Texas 75234-7703

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

☒ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Michael S. Benjamin, 197 First Avenue, Suite 300, Needham, MA 02194

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of ELW Golf Group
Acquisition, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.



Signature of a member or an authorized representative of a member.

(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.)

Michael S. Benjamin

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: ELW Golf Group

Acquisition, L.L.C.

2. The name and the Florida street address of the registered agent are:

Corporation Service Company
NAME

1201 Hays Street

Florida street address (P. O. Box NOT ACCEPTABLE)

Tallahassee, FL 32301

CITY, STATE AND ZIP

FILED
99 MAR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. If 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.

By: Deborah W. Skipper as agent
SIGNATURE

Filing Fee: \$35 as for Designation of Registered Agent