

L99000002356

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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1.) Leisure Properties of Pinellas, LLC
(CORPORATE NAME & DOCUMENT #)

2.)
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4.)
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SPECIAL INSTRUCTIONS

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| Name | 4/26/99 |
| Availability | dcc |
| Document Examiner | DCC |
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W990000009725



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 1999

CORPORATE ACCESS, INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: LEISURE PROPERTIES OF PINELLAS, LLC
Ref. Number: W99000009725

Corrected
PTU
99 APR 26 PM 4: 34
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

We have received your document for LEISURE PROPERTIES OF PINELLAS, LLC 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 must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 699A00021860

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ARTICLES OF ORGANIZATION
OF
LEISURE PROPERTIES OF PINELLAS, LLC

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, does set forth the following:

1. Name.

The name of the limited liability company ("Limited Liability Company") is:
LEISURE PROPERTIES OF PINELLAS, LLC.

2. Period of Duration.

The period of duration of the Limited Liability Company shall be from date of filing until the first to occur of the following:

a. Twenty (20) years from the date of filing of these Articles of Organization with the Department of State, or

b. Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. Purpose.

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

4. Address of Place of Business.

The address of the place of business and the mailing address in Florida for the Limited Liability Company is:

2325 Glenmore Circle
Sun City Center, FL 33573

5. Registered Agent.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

D. Jay Snyder, Esquire
100 2nd Avenue South, Ste. 400N
St. Petersburg, FL 33701

6. Additional Members.

Additional members may be admitted only upon the unanimous consent of all of the members of the Limited Liability Company.

7. Continuity of Business.

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of the majority of the remaining members of the Limited Liability Company.

8. Management.

The Limited Liability Company is to be managed by a manager, or manager(s). The name and address of such manager who is to serve as manager until the first annual meeting of member(s) or until their successors are elected and qualified are as follows:

James L. Edwards
Sean L. Edwards
2325 Glenmore Circle
Sun City Center, FL 33573

The election annually by the member(s) of LEISURE PROPERTIES OF PINELLAS, LLC, of the manager(s) of the Limited Liability Company shall be in accordance with the regulations as set out in the Limited Liability Company operating agreement.

9. Affidavit of Membership and Contributions.

The undersigned member or authorized representative of a member of LEISURE PROPERTIES OF PINELLAS, LLC certifies:

- a) the above named Limited Liability Company has at least one member;
- b) the total amount of cash contributed by the member(s) is: \$ 60,000.00
- c) if any, the agreed value of property other than cash contributed by member(s) is: \$2,900,000.00
(A description of the property is attached and made a part hereto)
- d) the total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$2,960,000.00

Executed at St. Petersburg, Florida on April 22, 1999.

Sean L. Edwards
SEAN L. EDWARDS, Member

(In accordance with § 608.408(3), Fla. Stat., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of LEISURE PROPERTIES OF PINELLAS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by LEISURE PROPERTIES OF PINELLAS, LLC.

Executed this 21st day of April, 1999.


D. Jay Snyder, Esquire
Registered Agent

LEISURE PROPERTIES OF PINELLAS, LLC

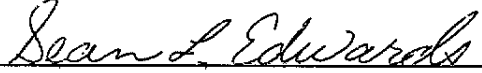
By: 
Sean L. Edwards
Operating Manager

EXHIBIT "A"

Description of Property

9. c) Real property described as:

Lots 82, 83, 84, 130, 131, and 132, THE LLOYD-WHITE-SKINNER SUBDIVISION, according to plat thereof recorded in Plat Book 13, Pages 12 and 13, Public Records of Pinellas County, Florida.

CLERK OF COURT
DIVISION OF RECORDS
99 APR 26 PM 4:34