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LAW OFFICES
CLYATT & RICHARDSON

PROFESSIONAL ASSOCIATION
1551 FORUM PLACE • SUITE 300-F
WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR.
KEVIN F. RICHARDSON

TELEPHONE (561) 471-9600
FACSIMILE (561) 471-9655

How much cash - 7
How much prop -
00789-00524-00671

TRANSMITTAL LETTER

April 23, 1999

W99-10063

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

000002852390--0
-04/26/99-01166-013
***337.50 ***337.50

SUBJECT: Grand Oaks Golf Club, L.C., a Florida Limited Liability Company

Enclosed is an original and one (1) copy of the articles of organization and a check for \$337.50 for filing fee and certified copy.

From: Kevin F. Richardson, Esq.
1551 Forum Place, Ste. 300-F
West Palm Beach, FL 33401
561-471-9600

Name	
Availability	
Document Examiner	
Updater	
Checker	
Verifier	
Acknowledgement	
P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 12 PM 4:38



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 29, 1999

KEVIN F. RICAHRDSON, ESQ.
1551 FORUM PLACE, STE. 300-F
WEST PALM BEACH, FL 33401

SUBJECT: GRAND OAKS GOLF CLUB, L.C.
Ref. Number: W99000010063

We have received your document for GRAND OAKS GOLF 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):

On the AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS, please list the amount of cash contributed and the amount of property contributed separately. If the total contributed was cash, state that, if a portion of it was property, state the amount, and give a description of said property.,

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: 799A00022944

ARTICLES OF ORGANIZATION
FOR
GRAND OAKS GOLF CLUB, L.C.
a Florida Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 12 PM 4:38

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be Grand Oaks Golf Club, L.C..
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing and street address is c/o Clyatt & Richardson, P.A., 1551 Forum Place, Suite 300-F, West Palm Beach, FL 33401.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Kevin F. Richardson, Esquire, Clyatt & Richardson, P.A., 1551 Forum Place, Suite 300-F, West Palm Beach, Florida, 33401.
5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority in interest of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
6. Right to Continue Business.

The remaining members may 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 company.

7. Management of Company.

Management of the company is reserved to the Members. The names and addresses of the Managerial Members are:

<u>Names</u>	<u>Addresses</u>
Joe Garverick	7521 Head-O-Lake Road Ottawa Lake, Michigan 49267
Steven Mosshart	399 Tara Troy, Michigan 48098

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority in interest of all Members who would be entitled to vote upon such action at a meeting.

11. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by a majority in interest vote of the Members.

12. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Regulations. The Transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

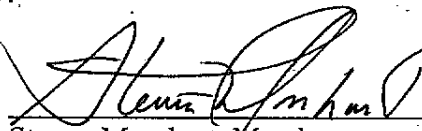
(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

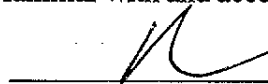
(c) these articles of organization are cancelled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals as of this 6 day of April, 1999.


Steven Mosshart, Member

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


Kevin F. Richardson

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority personally appeared Steven Mosshart who on oath says:

1. That he is a member of Grand Oaks Golf Club, L.C.
2. That Grand Oaks Golf Club, L.C., has at least two members.

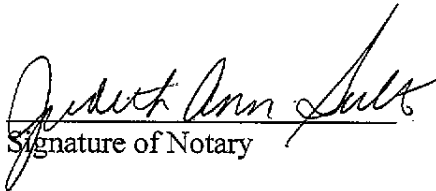
3. The amount of the ~~cash and description and agreed value of the property other than~~ cash contributed by the members is \$50,000.00.

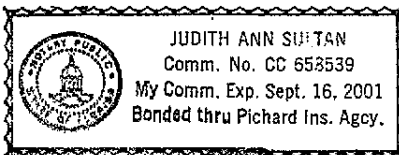
4. The amount anticipated to be contributed by the members is \$ 3,000,000.00.

Further affiant sayeth naught.


Steven Mosshart

Sworn to and subscribed before me this 16th day of April, 1999 by Steven Mosshart who is personally known to me.


Signature of Notary



Print, Type or Stamp
Commissioned Name of Notary Public