

# L9900000551



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 364313 7103152

AUTHORIZATION :

COST LIMIT : \$ 293.75

9/3 off 9/1  
Patricia Pizito

ORDER DATE : September 3, 1999

ORDER TIME : 11:0 AM

ORDER NO. : 364313-005

CUSTOMER NO: 7103152

700002978507--1

CUSTOMER: Kenneth R. Johnson, Esq  
GOODLETTE COLEMAN & JOHNSON,  
GOODLETTE COLEMAN & JOHNSON,  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: NAPLES BOAT CLUB LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Name	<b>MJH</b>
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

Name	
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	

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DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
OF  
NAPLES BOAT CLUB LLC**  
a Florida Limited Liability Company

The undersigned, **EDWARD J. RUFF**, being the Chief Executive Officer of **BOATCLUBSAMERICA, L.L.C.**, a Florida limited liability company, being a Member of **NAPLES BOAT CLUB LLC**, a limited liability company to be organized under the Florida Limited Liability Company Act, and a member of the Board of Managers of **NAPLES BOAT CLUB LLC**, adopts and submits the following Articles of Organization for such limited liability company:

**Article I  
COMPANY NAME**

The name of the limited liability company (the "Company") shall be **NAPLES BOAT CLUB LLC**.

**Article II  
PRINCIPAL PLACE OF BUSINESS**

The initial mailing address and street address of the principal office of the Company shall be **c/o Edward J. Ruff Realty, Inc., 4760 Tamiami Trail North, Naples, Florida 34103**.

**Article III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4760 Tamiami Trail North, Naples, Florida 34103**, and the name of the initial registered agent at such address is **Edward J. Ruff**.

**Article IV  
ADMISSION OF MEMBERS**

Initially, the Company shall have **TEN (10)** Members. The Members of the Company may admit new members to the Company by a vote of a majority in interest of the Members of the Board of Directors of the Company by reason of a transfer of a membership interest in whole or in part, as more fully described in and subject to the terms, conditions and consent requirements set forth in the Regulations of the Company. Newly admitted members shall have rights and privileges as set forth in the Regulations of the Company.

Article V  
EFFECTIVE DATE

The Company's effective date of existence shall begin on September 1, 1999.

Article VI  
DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other event that would terminate the continued membership of a Member in the Company, the remaining members shall have the right to unanimously agree to continue the business of the Company provided there is at least ONE (1) remaining Member.

Article VII  
ADOPTION OF REGULATIONS

The initial Regulations of the Company shall be adopted by the Company's initial Members. The Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

Article VIII  
MANAGEMENT OF THE COMPANY

The Company will be managed by a Board of Managers who shall be designated, appointed or elected as more fully described in the Regulations. The initial number of members of the Board of Managers of the Company shall be FIVE (5). The number of members of the Board of Managers may be increased or decreased in accordance with the terms of the Regulations. The name and business address of the persons who shall serve on the Board of Managers until replaced in the manner set forth in the Regulations is:

Edward J. Ruff  
4760 Tamiami Trail North  
Naples, Florida 34103.

Ted C. Wetterau  
c/o Bryan Cave LLP  
211 N. Broadway, Suite 3600  
St. Louis, MO 63102-2750

G. Fred Heimburger  
c/o Bryan Cave LLP  
211 N. Broadway, Suite 3600  
St. Louis, MO 63102-2750

John J. Goebel  
c/o Bryan Cave LLP  
211 N. Broadway, Suite 3600  
St. Louis, MO 63102-2750

John C. Swanson  
15600 Old Route 41  
Naples, FL 34110

IN WITNESS WHEREOF, the undersigned, being a Member of the Company has executed these Articles of Organization effective as of the 1st day of September, 1999, for the purpose of forming a limited liability company under the Florida Limited Liability Act .

BOATCLUBSAMERICA, L.L.C.,  
a Florida limited liability company,

By: Edward J. Ruff  
Edward J. Ruff,  
CEO

#### ACCEPTANCE BY REGISTERED AGENT

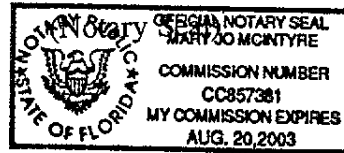
I, **EDWARD J. RUFF**, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated hereinabove, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply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

Edward J. Ruff  
**EDWARD J. RUFF**  
Registered Agent

STATE OF FLORIDA  
COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me on this 2nd day of September, 1999, by  
**EDWARD J. RUFF**, who is personally known to me.

Mary Jo McIntyre  
Notary Public  
Print Name: MARY JO MCINTYRE  
State of Florida at Large  
My Commission Expires:



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF NAPLES BOAT CLUB LLC**

STATE OF FLORIDA  
COUNTY OF COLLIER

The undersigned, being a member of **NAPLES BOAT CLUB LLC**, a limited liability company to be organized under the Florida Limited Liability Company Act, being first duly sworn, hereby states the following:

1. The name of the Limited Liability Company (the "Company") is **NAPLES BOAT CLUB LLC**.
2. The Company has at least ONE (1) member of which the undersigned is one.
3. The anticipated amount of contributions by the members is **\$4,500,000.00**.

**BOATCLUBSAMERICA, L.L.C.**,  
a Florida limited liability company,

By: *Edward J. Ruff*  
**Edward J. Ruff,**  
CEO

STATE OF FLORIDA  
COUNTY OF COLLIER

SWORN TO AND SUBSCRIBED before me on this 2nd day of September, 1999, by **EDWARD J. RUFF**, who is personally known to me, as the Chief Executive Officer of **BOATCLUBSAMERICA, L.L.C.**, a Florida limited liability company, on behalf of the Company.

*Mary Jo McIntyre*  
Notary Public  
Print Name: *Mary Jo McIntyre*  
State of Florida at Large  
My Commission Expires:

