

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1983)
MICHAEL W. C. (1991)

P.O. BOX 1079
LAKE WALES, FLORIDA 33853-1079

KEVIN C. KNEWTON
DOUGLAS A. LOCKWOOD, III
CORNEAL B. MYERS
E. BLAKE PAUL
ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

M. DAVID ALEXANDER, III
PHILIP O. ALLEN
JACK P. BRANDON
KRISTEN M. BUZZANCA
DEBRA L. CLINE
J. DAVIS CONNOR
DENNIS G. CORRICK
ROY A. CRAIG, JR.
CLINTON A. CURTIS
JACOB C. DYKXHOORN
JOSEPH A. GEARY
MARIA "MIA" GERBER
JOHN D. HOPPE
DENNIS P. JOHNSON

130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(941) 676-7611 OR (941) 683-8942
FAX (941) 676-0643

LAKELAND OFFICE
(941) 683-6511 OR (941) 676-6934
FAX (941) 682-8031

WINTER HAVEN OFFICE
(941) 294-3360
FAX (941) 299-5498

Lake Wales, Florida
October 12, 1999

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

Re: Encore FL L.C.

700003017527--0
-10/18/99--01122--013
****155.00 ****155.00

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Organization for the above named proposed Florida Limited Liability Company, including the Affidavit of Membership and Capital Contributions. Also enclosed is this firm's check in the amount of \$155.00 for the following fees: file Articles of Organization - \$100.00, and registered agent Fee - \$25.00; certified copy fee - \$30.00.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Jacob C. Dykxhoorn
Peterson & Myers, P.A.
P. O. Box 1079
Lake Wales, FL 33859

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

PETERSON & MYERS, P.A.

Jacob C. Dykxhoorn

JCD/lm
enclosures
cc: David Ineson

L99-7002

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File	AL
Other	AL

**ARTICLES OF ORGANIZATION
OF
ENCORE FL L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of this limited liability company is **ENCORE FL L.C.** (the "company").

ARTICLE II -- ADDRESS

The company's mailing address shall initially be **P. O. Box 470442, Celebration, FL 34747-0442**, and the street address of the company's principal office shall initially be **2650 Holiday Trail, Kissimmee, FL 34746**.

ARTICLE III -- DURATION

The company's existence shall begin upon the date and time these articles of organization are filed with the Florida Department of State. The company shall exist until **December 31, 2029**, which shall not be more than thirty (30) years from the date these articles are filed with the Florida Department of State, unless the company is earlier dissolved as provided in these articles of organization, the regulations of the company, or by applicable law.

ARTICLE IV -- PURPOSES AND POWERS

This company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

ARTICLE V -- REGISTERED AGENT

The name and street address of the company's initial registered agent in the State of Florida is: **Jacob C. Dykxhoorn, 130 East Central Avenue, Lake Wales, Florida 33853**.

ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

No additional member shall be admitted to the company except with the unanimous written consent of all of the members of the company and only on such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member, unless all of the other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be dissolved upon the death, retirement, resignation, expulsion, insanity, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the company, unless all of the remaining members elect to continue the business of the company.

ARTICLE VIII -- MANAGEMENT

The company shall be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. Except as authorized by a manager, no member is an agent of the company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the company. The names and addresses of the company's initial managers are set forth below. They shall serve as the managers of the company until the first annual meeting of members or until their successors are elected and qualified.

Initial Manager: **Blake E. Ashdown**
 P.O. Box 470442
 Celebration, Fl. 34747-0442

Initial Manager: **David S. Imeson**
 P.O. Box 470442
 Celebration, Fl. 34747-0442

ARTICLE IX -- REGULATIONS

The power to adopt, alter, amend, or repeal the regulations for the company shall be vested in the members of the company. The regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Regulations adopted by the members may be repealed or altered and new regulations may be adopted by the members, in accordance with the provisions of the regulations or the Florida Limited Liability Company Act, or any successor thereto.

ARTICLE X -- AMENDMENT OF ARTICLES

The company reserves the right to amend these articles of organization, from time to time, in any and as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned organizer, being a member of the company, has made and subscribed these articles of organization, on this 31st day of August, 1999.

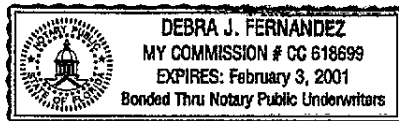


David S. Imeson

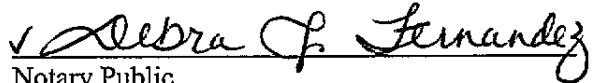
STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 31st day of August, 1999, by David S. Imeson, who ☒ is personally known to me or ☐ has produced a driver's license as identification.



(SEAL)



Notary Public

Name of Notary: DEBRA J. FERNANDEZ

Commission Expires: 2-3-01

FILED

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ACCEPTANCE OF REGISTERED AGENT

Having been named in the articles of organization of **ENCORE FL L.C.**, as the registered agent of this limited liability company, I hereby consent to accept service of process for the foregoing named company at the place designated in the articles of organization, and I 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 state that I am familiar with and accept the obligations of my position as registered agent.

Dated: August 31, 1999



Jacob C. Dykxhoorn
Registered Agent

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