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MO00000002498

October 4, 2000

MJH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -5 PM 3:06

By Federal Express

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Honours-World Golf Village, LLC

To Whom It May Concern:

On behalf of our client, we are applying for authorization for Honours-World Golf Village, LLC, a Georgia limited liability company, to transact business in Florida. Enclosed please find the following documents in connection with our application:

1. Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence from the State of Georgia; and
3. A check in the amount of \$160.00 for filing fees.

Please file these documents and issue us a certified copy of the organization documents and a Certificate of Authorization. Thank you in advance for your cooperation.

Very truly yours,

Alexandra F.W. Rason

Alexandra F. W. Rason
Legal Assistant

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/afr

Enclosure

cc: H. Edward Hales, Jr.
Howard P. Slomka

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Honours-World Golf Village, LLC
(Name of foreign limited liability company)

2. Georgia 3. Being applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 25, 2000 5. September 25, 2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. November 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 3475 Lenox Road, NE, Suite 400
Atlanta, Georgia 30326
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

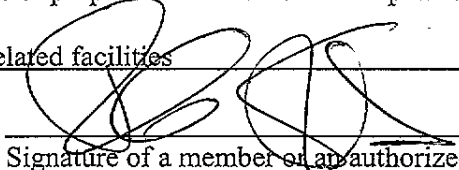
9. The name and usual business addresses of the managing members or managers are as follows:

RLS Golf Properties, LLC - 3475 Lenox Road, NE, Suite 400, Atlanta, GA 30326

Barrett Golf Development Company, LLC - 1400 Urban Center Drive, Suite 150, Birmingham, AL 35242

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Operating and managing
a golf course and related facilities


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert L. Shultz Jr.
Typed or printed name of signer

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SECRETARY OF STATE
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**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:

Honours-World Golf Village, LLC

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

CT Corporation

(Name)

1200 South Pine Island Road

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

Plantation, FL 33324

City/State/Zip

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. 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 as provided for in Chapter 608, F.S..

Mary R. Adams
(Signature)

**MARY R. ADAMS
ASSISTANT SECRETARY**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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SUTHERLAND ASBILL & BRENNAN LLP
H. EDWARD HALES, ESQ.
999 PEACHTREE STREET, SUITE 2300
ATLANTA, GA 30309

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

HONOURS-WORLD GOLF VILLAGE, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State