

11/22/2002 19:10 FAX 305 358 5744

WHITE & CASE LLP

Division of Corporations

Page 1 of 2

**MO2 000003117**

Florida Department of State  
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DIVISION OF CORPORATION

**FOREIGN LIMITED LIABILITY COMPANY**

**FC RESORT, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

**MO2-3117**  
*OK*

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ATTN: M. WAGNER

Fax Audit No. H02000229424

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. FC RESORTS, LLC  
(Name of foreign limited liability company)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. NOVEMBER 21, 2002  
(Date of Organization)
5. DECEMBER 31, 2030  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. C/O GULF BAY GROUP, 3470 CLUB CENTER BOULEVARD  
NAPLES, FL 34114  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐
9. The usual business addresses of the managing members or managers are as follows:

\_\_\_\_\_  
3470 CLUB CENTER BLVD.

\_\_\_\_\_  
NAPLES, FL 34114

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: \_\_\_\_\_  
Any lawful activity.

\_\_\_\_\_  
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.)

AUBREY J. FERRAO

\_\_\_\_\_  
Typed or printed name of signee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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:

FC RESORT, LLC

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

K. Lawrence Gragg

(Name)

c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900

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

Miami

FL 33131

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.*

K. Lawrence Gragg  
(Signature)

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

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SECRETARY OF STATE  
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# Delaware

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PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FC RESORT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2002

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FC RESORT, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2002

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE  
ALLAHSSIE, FLORIDA

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2106320

DATE: 11-22-02

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