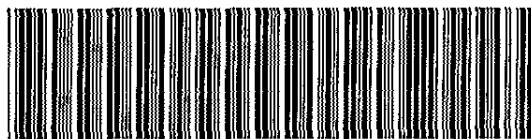


NO 400000619

04 FEB 16 PM 3:04



500027400205

01/26/04--01007--008 **125.00

01/26/04--01007--009 **35.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

way-4199

Office Use Only

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

04 FEB 16 PM 3:04

January 21, 2004

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sir:

OVER THE WATERFRONT, LLC, is a duly registered Pennsylvania Limited Liability Company undertaking the planning, developing, repairing and operating of a building owned by Safety Harbor Club, a Home Owners Association, and located on Upper Captiva Island (sometimes identified as North Captiva Island) in Lee County, Florida. I would like to register Over-The-Waterfront LLC as an organization authorized to work in Florida on this project. Mr. Gene Foehl is the Managing Member of the LLC and has signed the application. Mr. Tom Hart is the registered Agent located in Ft. Myers, FL.

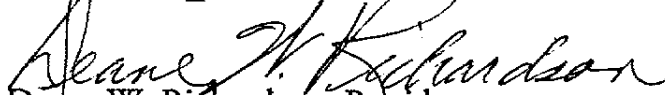
Enclosed:

- completed and signed application
- original certificate of existence
- an original certificate designating our resident agent
- \$125.00 check for the filing fee and designation of the agent
- \$35.00 check for one certified copy and one certificate of status.

Please send the certified copy, the certificate of status and your letter of acknowledgement to Mr. Rick Fox, Manager, Safety Harbor Club, Box 2276, Pineland, Florida 33945. Phone 239 472 1019.

I will call you at 850 245 6051 in a week or so to make sure our application is complete.

Thank you for your help. You may reach me at 614 888 3000, or email: deane_richardson@fitch.com



Deane W. Richardson, President
Safety Harbor Club, Upper Captiva Island, Florida



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

04 FEB 16 PM 3:04

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 30, 2004

RICK FOX
SAFETY HARBOR CLUB
BOX 2276
PINELAND, FL 33945

SUBJECT: OVER THE WATERFRONT, LLC
Ref. Number: W04000004199

We have received your document for OVER THE WATERFRONT, LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 204A00006592

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

04 FEB 16 PM 3:04


Ms. Agnes Lunt, Document Specialist
Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Dear Ms. Lunt,

Re: Reference Number is W04000004199 and the Letter Number is 204A00006592

Please be advised that erroneous information was listed on line six of the application. Investments were collected to form the LLC on approximately 1/1/2001, however, as of the current date, no business has been transacted.
If further questions contact Mr. Rick Fox, GM, at the phone listed below.

Respectfully,



Deane W. Richardson, President
Safety Harbor Club
POB 2276
North Captiva Island, Florida 33945
Phone 239 472 1019

Member, Over The Waterfront LLC.

2-10-04

SIGNED BEFORE ME BY DEANE W. RICHARDSON



RONDA J. HESS
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES MARCH 16, 2015

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

04 FEB 16 PM 3:04

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. OVER THE WATERFRONT, LLC
(Name of foreign limited liability company)
2. Pennsylvania
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. September 4, 2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Approximately 1/1/2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 27 East Front Street, Media, PA 19063
(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:

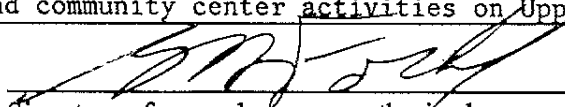
Gene A. Foehl, Esquire

27 East Front Street

Media, PA 19063

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: Involvement in
restaurant and community center activities on Upper Captiva Island, Florida


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.)

Gene A. Foehl, Esquire

Typed or printed name of signee

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

04 FEB 16 PM 3:04

**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:

Over The Waterfront, LLC

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

Thomas B. Hart, Esquire

(Name)

1625 Hendry Street, Suite 301

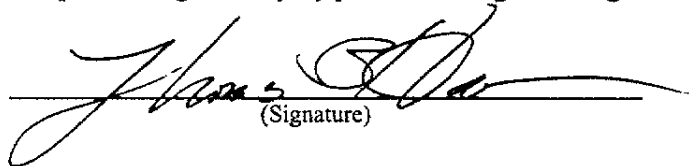
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Fort Myers

FL 33901

(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.


(Signature)

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

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 16 PM 3:04

December 31, 2003

TO ALL WHOM THESE PRESENTS SHALL COME , GREETING :

I DO HEREBY CERTIFY THAT,

OVER THE WATERFRONT, LLC

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show , as of the date herein



IN TESTIMONY WHEREOF , I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Perth C. Santa's

Secretary of the Commonwealth

tchlds