

MO 6000004553

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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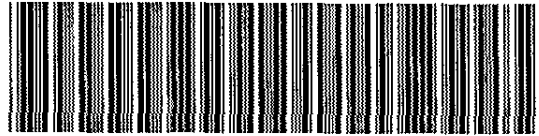
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06 AUG 11 AM 9:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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06 AUG 11 PM 4:21

REGISTRATION DIVISION  
TALLAHASSEE, FLORIDA

**CSC.**

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 305581 4374025

AUTHORIZATION

COST LIMIT : \$125.00

**FILED**  
06 AUG 11 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 11, 2006

ORDER TIME : 3:04 PM

ORDER NO. : 305581-005

CUSTOMER NO: 4374025

FOREIGN FILINGS

NAME: EMERALD DUNES GOLF CLUB, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER: \_\_\_\_\_

**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. Emerald Dunes Golf Club, LLC  
(Name of Foreign Limited Liability Company)
2. Delaware 3. 20-2225757  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 26, 2005 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 280 Park Avenue, 36W  
New York, NY 10017  
(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:

John R Fraser, Manager, 280 Park Avenue, 36W, New York, NY 10017

F. Jonathan Dracos, Manager, 280 Park Avenue, 36W, New York, NY 10017

Joel A Moody, Manager, 280 Park Avenue, 36W, New York, NY 10017

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: all activities necessary, appropriate,  
advisable, incidental or convenient to the ownership and otherwise dealing with real property.

Michelle L. Kaler  
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.)  
Michelle L. Kaler

Typed or printed name of signee

FILED  
06 AUG 11 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

Emerald Dunes Golf Club, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.*

Corporation Service Company

By:

Doreen F. Wallace

(Signature)

**Doreen F. Wallace**  
as its agent

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

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMERALD DUNES GOLF CLUB, 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 ELEVENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMERALD DUNES GOLF CLUB, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3917404 8300

060753518

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4968267

DATE: 08-11-06