

M1100000/967

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

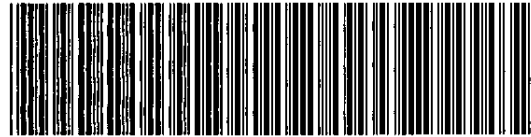
Special Instructions to Filing Officer:

A. LUNT

NOV 14 2011

EXAMINER

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2011 NOV 10 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CS CWR Holdings LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed Affidavit by Foreign Limited Liability Company to Change Manager(s) or Managing Member(s) and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Miriam Day, Legal Dept. Manager  
Name of Person

Festiva Development Group, LLC  
Firm/Company

One Vance Gap Road  
Address

Asheville, NC 28805  
City/State and Zip Code

mday@festiva.travel  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Miriam Day at ( 828 ) 254-3378 x4312  
Name of Person Area Code and Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

**Enclosed is a check for the following amount:**

☒ \$25 Filing Fee

☐ \$30 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy

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TALLAHASSEE, FLORIDA

**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY  
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: CS CWR Holdings LLC

2. This entity was formed under the laws of: Delaware

3. This entity was authorized to transact business in Florida on 04/19/2011  
and its Florida document/registration number is M11000001967

4. The name and address of each manager or managing member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Festiva Development Group, LLC

One Vance Gap Road


Asheville, NC 28805

SEE ATTACHED EXHIBIT A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 NOV 10 PM 4:52

FILED

Required Signature: 

Signature of Manager, Managing Member or Member

Festiva Development Group, LLC, Sole Member

Filing Fee: \$25 Herbert H. Patrick, Jr., President

EXHIBIT A.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:00 AM 10/10/2011  
FILED 10:01 AM 10/10/2011  
SRV 111087138 - 4968815 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: CS CWR Holdings LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

Per the attached Assignment of Membership Interests, dated September 30, 2011, CapitalSource Bank, a California industrial bank, transfers 100% of its membership interests to Festiva Development Group, LLC, a Nevada limited liability company.  
Adding a new Article 3. Membership Interests

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 3rd day of October, A.D. 2011.

By: 

Authorized Person(s)

Festiva Development Group, LLC, Sole Meml

Name: Herbert H. Patrick, Jr., President

Print or Type

Article 3. Membership Interests

**ASSIGNMENT OF MEMBERSHIP INTERESTS**

FOR VALUE RECEIVED, CapitalSource Bank, a California industrial bank ("Assignor"), herewith sells, assigns, transfers and conveys to Festiva Development Group, LLC, a Nevada limited liability company ("Assignee"), the entirety of Assignor's rights, title and interests as member of and in CS CWR Holdings LLC, a Delaware limited liability company (the "LLC"), which shall include, without limitation, Assignor's one hundred percent (100%) membership, capital and profits interests in the LLC, Assignor's capital account balance in the LLC, Assignor's distributions and liquidation rights in the LLC, and Assignor's voting and management rights and powers in the LLC.

This Assignment of Membership Interests in the LLC is made, delivered and shall be effective on the date hereof in accordance with and in complete satisfaction of any and all requirements of the LLC's Operating Agreement dated as of April 14, 2011 (the "Operating Agreement"). Assignee hereby agrees to be bound by the terms and conditions of the Operating Agreement.

IN WITNESS WHEREOF, Assignor has executed this Assignment by and through its duly authorized officer this 30 day of September, 2011.

CapitalSource Bank,  
a California industrial bank

By: 

Name:

Scott Lesane

Title:

Senior Vice President, Secretary  
and General Counsel

Acknowledged, consented, approved and agreed to by CS CWR Holdings LLC, a Delaware limited liability company, and its sole member this 30 day of September 2011:

CS CWR Holdings LLC,  
a Delaware limited liability company

By: CapitalSource Bank,  
its Manager 

By:

Name:

Scott Lesane

Title:

Senior Vice President, Secretary  
and General Counsel