

M97000000596

ROCK GOLF
Management • Consulting • Development

8711 E. Pinnacle Peak Rd, Suite D103
Scottsdale, AZ 85255

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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97 SEP 15 AM 10:51

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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***285.00 ***285.00

M97-596

Name Availability	OK 9-15
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Examiner's Initials	W. P. Verifier



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 2, 1997

TROON GOLF
8711 E. PINNACLE PEAK ROAD, SUITE D103
SCOTTSDALE, AZ 85255

SUBJECT: TROON GOLF, L.L.C.
Ref. Number: W97000020181

We have received your document for TROON GOLF, L.L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

On the affidavit of membership on #3 a description of the property must be included in order for this document to be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 497A00043822

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**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. TROON GOLF, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Fed tax ID: 86-0832529
(FEI number, if applicable)
4. 8/1/96
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 8/4/97
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8711 East Pinnacle Peak Road, D-103
Scottsdale, AZ 85255
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Starwood Capital Group LLC</u>	<u>MGRM</u>	_____	_____
<u>3 Pickwick Plaza, #250</u>		_____	
<u>Greenwich, CT 06830</u>		_____	
<u>Dana Garmany</u>	<u>MGRM</u>	_____	
<u>8711 E Pinnacle Peak D103</u>		_____	
<u>Scottsdale, AZ 85255</u>		_____	
_____	_____	_____	
_____	_____	_____	
_____	_____	_____	

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TRON GOLF, L.L.C.

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

CT Corporation System
(Name)

1200 South Pine Island Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, Florida 33324
(City/State/Zip)

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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.

C T CORPORATION SYSTEM

By: William C. Bradford, Jr.

(Signature)

William C. Bradford, Jr. Vice President

August 19, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of TRON
GOLF, L.L.C. deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 755.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 3,534,627.41
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 3,535,382.41
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 3,535,382.41

Jon A Munson 8/2/97
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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TROON GOLF

Troon Golf LLC
Description of property other than cash contributed by the Members

Golf course management contracts	\$3,534,627.41
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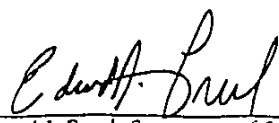
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TROON GOLF, L.L.C." 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 NINETEENTH DAY OF AUGUST, A.D. 1997.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

8612499

DATE:

08-19-97