

Document Number Only

M98000000630

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002558986-5

-06/15/98--01031--024

****293.75 ****293.75

Fairway One, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 15 PM 12:48

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- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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JUN 15 1998

Thanks, Melanie

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CORPORATION

M98000000630



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 15, 1998

CT CORP. SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL

SUBJECT: FAIRWAY ONE, LLC
Ref. Number: W98000013739

We have received your document for FAIRWAY ONE, LLC and your check(s) totaling \$293.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

Tammi Cline
Document Specialist

Letter Number: 398A00033292

**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. Fairway One, LLC
(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 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 12, 1998 5. December 31, 2018
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. to transact business beginning June 24, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. c/o Dr. J. Allen Yager, 815 Claridge House One,
Claridge Drive, Verona, NJ 07044
(Street address of principal office)

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 SECRETARY OF STATE
 LAHA, FLORIDA

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>ATP Holdings, L.L.C.</u> | <u>MGRM</u> | _____ | _____ |
| <u>c/o Dr. J. Allen Yager</u> | _____ | _____ | _____ |
| <u>815 Claridge House One</u> | _____ | _____ | _____ |
| <u>Claridge Drive</u> | _____ | _____ | _____ |
| <u>Verona, NJ 07044</u> | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Fairway
Oney LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 100%
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ ---
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 2,305,000%
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Bruce Wickersham, Esq.

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Filing Fee: \$250.00 for Application and Affidavit

**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:

Fairway One, LLC

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

C T Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
City/State/Zip

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TALLAHASSEE, FLORIDA

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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.

Connie Bryan
(Signature)

Connie Bryan, Special Asst. Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRWAY ONE, 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 FIFTEENTH DAY OF JUNE, A.D. 1998.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9138317
DATE: 06-15-98